

**FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00**

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1996 MAY 22 PM 2:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

200001005402  
05/22/96 10:18:01  
044225.00 \*\$225.00

PROFIT CORPORATION ANNUAL REPORT 1996  
  
 FLORIDA DEPARTMENT OF STATE  
 Sandra B. Morham  
 Secretary of State  
 DIVISION OF CORPORATIONS

DOCUMENT # 850079  
 1. Corporation Name  
**MORGAN GUARANTY TRUST COMPANY OF NEW YORK**

Principal Place of Business Mailing Address  
**60 Wall Street New York, NY 10260-0060 USA**  
**Att: Secretary**

3. Date Incorporated or Qualified **08/17/1981**  
 3a. Date of Last Report **01/26/1995**

2. Principal Place of Business 2a. Mailing Address  
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.  
**22 38th Floor 27 38th Floor**  
 23 City & State 28 City & State  
 24 Zip 25 Country 29 Zip 30 Country

4. FEI Number **13-5123346**  
 Applied For Not 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

9. Name and Address of Current Registered Agent  
**United States Corporation Company**  
**1201 Hayes Street**  
**Suite 105**  
**Tallahassee, Florida 32301**

10. Name and Address of New Registered Agent  
 B1 Name **CT CORPORATION SYSTEM**  
 B2 Street Address (P.O. Box Number is Not Acceptable) **1200 South Pine Island Road**  
 B3  
 B4 City **Plantation** FL B5 Zip Code **33324**

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 *Margaret Foran* DATE *5/17/96*  
Signature typed or printed name of registered agent and title, if applicable. (NOTE: Registered Agent's signature required when re-issuing)

12. OFFICERS AND DIRECTORS		
TITLE	<b>S</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>STOKES, BARBARA S.</b>	
STREET ADDRESS	<b>60 WALL STREET</b>	
CITY-ST-ZIP	<b>NEW YORK, NEW YORK 10260-0060</b>	
TITLE	<b>CPD</b>	<input type="checkbox"/> DELETE
NAME	<b>WARNER, DOUGLAS A. III</b>	
STREET ADDRESS	<b>60 WALL STREET</b>	
CITY-ST-ZIP	<b>NEW YORK, NEW YORK 10260-0060</b>	
TITLE	<b>VCD</b>	<input type="checkbox"/> DELETE
NAME	<b>VIERMETZ, KURT F.</b>	
STREET ADDRESS	<b>60 WALL STREET</b>	
CITY-ST-ZIP	<b>NEW YORK, NEW YORK 10260-0060</b>	
TITLE	<b>VCD</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>WAGNER, RODNEY B.</b>	
STREET ADDRESS	<b>60 WALL STREET</b>	
CITY-ST-ZIP	<b>NEW YORK, NEW YORK 10260-0060</b>	
TITLE	<b>VCD</b>	<input type="checkbox"/> DELETE
NAME	<b>MENDOZA, ROBERTO G.</b>	
STREET ADDRESS	<b>60 WALL STREET</b>	
CITY-ST-ZIP	<b>NEW YORK, NEW YORK 10260-0060</b>	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE	<b>S</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	<b>FORAN, MARGARET M.</b>	
1.3 STREET ADDRESS	<b>60 WALL STREET</b>	
1.4 CITY-ST-ZIP	<b>NEW YORK, NEW YORK 10260-0060</b>	
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	<b>VCD</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	<b>PATTERSON, MICHAEL E.</b>	
4.3 STREET ADDRESS	<b>60 WALL STREET</b>	
4.4 CITY-ST-ZIP	<b>NEW YORK, NEW YORK 10260-0060</b>	
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	<b>T</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	<b>COREY, MICHAEL R.</b>	
6.3 STREET ADDRESS	<b>60 WALL STREET</b>	
6.4 CITY-ST-ZIP	<b>NEW YORK, NEW YORK 10260-0060</b>	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: *Margaret M. Foran* Margaret M. Foran, Secretary 5/17/96 (212) 648-3380  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (12/95)

*MSD Sample*

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MORGAN GUARANTY TRUST COMPANY  
of New York  
BOARD OF DIRECTORS

<u>DIRECTOR</u>	<u>BUSINESS ADDRESS</u>
Riley P. Bechtel Chairman and Chief Executive Officer	Bechtel Group, Inc. P.O. Box 193965 San Francisco, CA 94119-3965
Martin Feldstein President and Chief Executive Officer	National Bureau of Economic Research, Inc. 1050 Massachusetts Avenue Cambridge, MA 02138-5398
Hanna H. Gray President Emeritus and Harry Pratt Judson Distinguished Service Professor of History	The University of Chicago Department of History 1126 East 59th Street Chicago, IL 60637
James R. Houghton Retired Chairman of the Board of Corning Incorporated	80 E. Market Street 2nd Floor Corning, NY 14830
James L. Ketelsen Retired Chairman and Chief Executive Officer	Tenneco Inc. P.O. Box 2511 Houston, TX 77252-2511
William S. Lee Chairman Emeritus	Duke Power Company P.O. Box 1006 Charlotte, NC 28201-1006
Roberto G. Mendoza Vice Chairman of the Board	J.P. Morgan & Co. Incorporated 60 Wall Street New York, NY 10260

DIRECTOR

BUSINESS ADDRESS

Michael E. Patterson  
Vice Chairman of  
the Board

J.P. Morgan & Co. Incorporated  
60 Wall Street  
New York, NY 10260

Lee R. Raymond  
Chairman of the Board  
and Chief Executive  
Officer

Exxon Corporation  
5959 Las Colinas Boulevard  
Irving, TX 75039-2298

Richard D. Simmons  
Retired: Former President  
of the Washington Post  
Company and the  
International Herald  
Tribune

105 North Washington Street  
Suite 202  
Alexandria, VA 22314

Kurt F. Viernetz  
Vice Chairman of  
the Board

J.P. Morgan & Co. Incorporated  
60 Wall Street  
New York, NY 10260

Douglas A. Warner III  
Chairman of the Board  
and President

J.P. Morgan & Co. Incorporated  
60 Wall Street  
New York, NY 10260

Dennis Weatherstone  
Retired Chairman

J.P. Morgan & Co. Incorporated  
60 Wall Street  
New York, NY 10260

Douglas C. Yearley  
Chairman, President  
and Chief Executive  
Officer

Phelps Dodge Corporation  
2600 N. Central Avenue  
Phoenix, AZ 85004-3014

**MORGAN GUARANTY TRUST COMPANY**  
**of New York**  
60 Wall Street  
New York, New York 10260-0060

**OFFICERS**

Douglas A. Warner III	Chairman of the Board and President
Roberto G. Mendoza	Vice Chairman of the Board
Michael E. Patterson	Vice Chairman of the Board
Kurt F. Viermetz	Vice Chairman of the Board
John A. Mayer, Jr.	Chief Financial Officer
Edward F. Murphy	Managing Director and Auditor
David H. Sidwell	Managing Director and Controller
Michael R. Corey	Treasurer
Margaret M. Foran	Secretary