

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

**Mar 06 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 # 850079 (5)
1. Corporation Name
MORGAN GUARANTY TRUST COMPANY OF NEW YORK



Principal Place of Business
**60 WALL STREET
38TH FLOOR
NEW YORK NY 10260-0060
US**

Mailing Address
**60 WALL STREET
38TH FLOOR
NEW YORK NY 10005-2836
US**

3. Date Incorporated or Qualified
06/17/1981

3a. Date of Last Report
05/22/1996

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

2. Principal Place of Business

21 State 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
**CT CORPORATION SYSTEM
1200 SOUTH 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 DELETE

NAME **S FORAN, MARGARET M**

STREET ADDRESS **60 WALL STREET**

CITY- ST- ZIP **NEW YORK NY 10260-0060**

TITLE DELETE

NAME **CPD WARNET, DOUGLAS A II**

STREET ADDRESS **60 WALL STREET**

CITY- ST- ZIP **NEW YORK NY 10260-0060**

TITLE DELETE

NAME **VCD VIERMETZ, KURT P**

STREET ADDRESS **60 WALL STREET**

CITY- ST- ZIP **NEW YORK NY 10260-0060**

TITLE DELETE

NAME **VCD PATTERSON, MICHAEL E**

STREET ADDRESS **60 WALL STREET**

CITY- ST- ZIP **NEW YORK NY 10260-0060**

TITLE DELETE

NAME **VCD MENDOZA, ROBERTO G**

STREET ADDRESS **60 WALL STREET**

CITY- ST- ZIP **NEW YORK NY 10260-0060**

TITLE DELETE

NAME **T COREY, MICHAEL R**

STREET ADDRESS **60 WALL STREET**

CITY- ST- ZIP **NEW YORK NY 10260-0060**

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME **S BERRY, JAMES C.P.**

1.3 STREET ADDRESS **60 WALL STREET**

1.4 CITY- ST- ZIP **NEW YORK, NEW YORK 10260-0060**

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY- ST- ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY- ST- ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY- ST- ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY- ST- ZIP

6.1 TITLE Change 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: *James C.P. Berry* **James C.P. Berry, Secretary** 2/24/97 (212) 648-3380

DATE: _____ DAYTIME PHONE: _____

CR2E034 (9/96)

MORGAN GUARANTY TRUST COMPANY
of New York
BOARD OF DIRECTORS

DIRECTOR

BUSINESS ADDRESS

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

John A. Krol
President and Chief
Executive Officer

E.I. Du Pont de Nemours & Company
1007 Market Street
Wilmington, DE 19898

Roberto G. Mendoza
Vice Chairman of
the Board

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

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. Viermetz
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