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Mar 12 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 # 851221 (2)

1. Corporation Name
WILLIAM M. MERCER, INCORPORATED

Principal Place of Business
**1166 AVE. OF THE AMERICAS
 TAX DEPT. 30 FL
 NEW YORK NY 10036-2708**

Mailing Address
**1166 AVE. OF THE AMERICAS
 TAX DEPT. 30 FL
 NEW YORK NY 10036-2708**

3. Date Incorporated or Qualified **12/07/1981** 3a. Date of Last Report **02/13/1996**

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 13-2834414		Applied For Not Applicable	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22. City & State		27. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
23. Zip		28. Zip		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
24. Country		29. Country		30. Country			

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 _____ DATE _____
(Signature type or printed name of registered agent and title, if applicable) (NOTE: Registered Agent Signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CFOD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOHAN, P RAM	1.2 NAME	
STREET ADDRESS	1166 AVENUE OF THE AMERICAS	1.3 STREET ADDRESS	
CITY, ST, ZIP	NEW YORK NY	1.4 CITY - ST - ZIP	
TITLE	CCEO <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LYNCH, TIMOTHY J.	2.2 NAME	
STREET ADDRESS	1166 AVE OF THE AMERICAS	2.3 STREET ADDRESS	
CITY, ST, ZIP	NEW YORK NY	2.4 CITY - ST - ZIP	
TITLE	PD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MAHENDROO, VIKESH	3.2 NAME	
STREET ADDRESS	1166 AVE OF THE AMERICAS	3.3 STREET ADDRESS	
CITY, ST, ZIP	NEW YORK NY	3.4 CITY - ST - ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARTON, JOHN W.	4.2 NAME	
STREET ADDRESS	3 EMBARCADEO, SUITE 1250	4.3 STREET ADDRESS	
CITY, ST, ZIP	SAN FRANCISCO CA	4.4 CITY - ST - ZIP	
TITLE	S <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FAGAN, WILLIAM C.	5.2 NAME	
STREET ADDRESS	1166 AVE OF THE AMERICAS	5.3 STREET ADDRESS	
CITY, ST, ZIP	NEW YORK NY	5.4 CITY - ST - ZIP	
TITLE	AT <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLAUVELT, JOHN D.	6.2 NAME	
STREET ADDRESS	1166 AVE OF THE AMERICAS	6.3 STREET ADDRESS	
CITY, ST, ZIP	NEW YORK NY	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: John D. Blauvelt John D. Blauvelt 1/29/97 (212) 345-7330
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone # 000203

CR2E034 (9/96)

WILLIAM M. MERCER, INCORPORATED
(Delaware)
Incorporated July 9, 1975

Officers:

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Timothy J. Lynch	Chairman & Chief Executive Officer	1166 Avenue of the Americas New York, NY 10036
Vikesh Mahendroo	President	1166 Avenue of the Americas New York, NY 10036
P. Ram Mohan	Chief Financial Officer	1166 Avenue of the Americas New York, NY 10036
William C. Fagan	Secretary	1166 Avenue of the Americas New York, NY 10036
John D. Blauvelt	Assistant Treasurer	1166 Avenue of the Americas New York, NY 10036
Daniel L. Percella	Assistant Treasurer	1166 Avenue of the Americas New York, NY 10036

Directors:

John W. Barton	3 Embarcadero Center Suite 1250 San Francisco, CA 94111
Charles J. Boylan	1166 Avenue of the Americas New York, NY 10036
Roger J. Burns	One Mellon Center 500 Grant St., Suite 4200 Pittsburgh, PA 15219
Peter Coster	1166 Avenue of the Americas New York, NY 10036

WILLIAM M. MERCER, INCORPORATED
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Directors (Continued):

Karen B. Greenbaum	10 South Wacker Drive Suite 1700 Chicago, IL 60606
Gerbrand J. Groen	2300 N Street, NW Suite 730 Washington, DC 20037
Vikesh Mahendroo	1166 Avenue of the Americas New York, NY 10036
Charles M. Metzgar	Mercer Plaza 4600 Cox Road, Suite 400 Glen Allen, VA 23060
P. Ram Mohan	1166 Avenue of the Americas New York, NY 10036
Larry E. North	3700 Georgia-Pacific Center 133 Peachtree St., NE Atlanta, GA 30303
Michael W. O'Neill	1417 Lake Cook Road Deerfield, IL 60015
John M. Regan, III	301 Tresser Boulevard Stamford, CT 06901
Susan J. Velleman	200 Clarendon Street Boston, MA 02116
Daniel C. White	777 South Figueroa St. Suite 2000 Los Angeles, CA 90017