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SANFORD C. BERNSTEIN & Co., LLC

FILED
01 APR 19 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 17, 2001

VIA OVERNIGHT DELIVERY

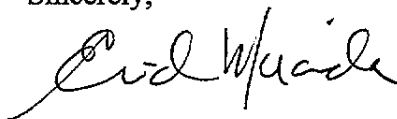
Division of Corporations
Annual Report/Uniform Business Report Section
P.O. Box 6327
Tallahassee, FL 32314

200004034172--7
-04/20/01--01012--004
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find an application by foreign corporation for withdrawal for Sanford C. Bernstein & Co., Inc as well as a check in the amount of \$35.00. Please call me at (212) 756-4570 with any questions.

Sincerely,



Enid M. Miranda
Legal Assistant

Enclosures

With
4-27-01
PMS

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Sanford C. Bernstein & Co., Inc.
(Name of Corporation)

Delaware
(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

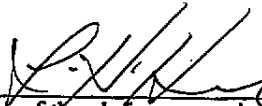
The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

767 Fifth Avenue
(Mailing Address)

New York, New York 10153
(City/ State /Zip)

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The corporation agrees to notify the Department of State in the future of any change in its mailing address.


Signature of the chairman or vice chairman of the board, president, or any officer. Vice President and Associate General Counsel
Title

Leonard H. Hersh as of 9/29/00
Typed or printed name Date