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PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB 18 AM 8:39

DOCUMENT # F96000001289 (5)

1. Corporation Name
NEW BYHALL CORP.

Principal Place of Business

C/O GOLDMAN, SACHS & CO.
100 CRESCENT CT., #1000
DALLAS TX 75201

Mailing Address

C/O GOLDMAN, SACHS & CO.
100 CRESCENT CT., #1000
DALLAS TX 75201-7893



2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

25 Country

2a. Mailing Address

26 600 E Las Colinas Blvd

27 Suite, Apt. #, etc.
Suite 1900

28 City & State

Irving, TX 75039

29 Zip

30 Country

3. Date Incorporated or Qualified

03/13/1996

3a. Date of Last Report

4. FEI Number

75-2634062

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional

Fee Required

6. Election Campaign Financing

\$5.00 May Be

Trust Fund Contribution

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

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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

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

(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	NAME	STREET ADDRESS	CITY - ST - ZIP
D	EDELMAN, MARTIN L	100 CRESCENT CT., #1000	DALLAS TX 75201
D	KATZ, RICHARD	100 CRESCENT CT., #1000	DALLAS TX 75201
D	GLADSTEIN, GARY	100 CRESCENT CT., #1000	DALLAS TX 75201
D	HAMAMOTO, DAVID T	100 CRESCENT CT., #1000	DALLAS TX 75201
D	ROTHENBERG, STUART M	100 CRESCENT CT., #1000	DALLAS TX 75201
D	WILLIAMS, TODD A	100 CRESCENT CT., #1000	DALLAS TX 75201

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP
P	Gunn, G Douglas	100 Crescent Ct, Suite 1000	Dallas, TX 75201
VP, T	Frapart, Richard R	600 E Las Colinas Blvd, Suite 1900	Irving, TX 75039
VP	Ainsworth, Brian M	600 E Las Colinas Blvd, Suite 1900	Irving, TX 75039
S, VP	Murphy, Ken	600 E Las Colinas Blvd, Suite 1900	Irving, TX 75039
VP	Bernstein, Ronald	100 Crescent Ct, Suite 1000	Dallas, TX 75201
VP	Lozier, James	600 E Las Colinas Blvd, Suite 1900	Irving, TX 75039

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(b), 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:

SIGNATURE: Richard R. Frapart, Vice President

2/7/97

972/831-2200

Date Daytime Phone #

11 CR2E034 (9/96)