

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

PROFIT  
CORPORATION  
ANNUAL REPORT  
1996



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

1-3

DOCUMENT # P04504 (7)

1. Corporation Name  
WINTHROP ENERGY MANAGEMENT, INC.



Principal Place of Business  
ONE INTERNATIONAL PLACE  
BOSTON MA 02110

Mailing Address  
ONE INTERNATIONAL PLACE  
12TH FLOOR  
BOSTON MA 02110  
US

3. Date Incorporated or Qualified 12/27/1984  
3a. Date of Last Report 05/01/1995

2. Principal Place of Business	2a. Mailing Address	4. FEI Number 04-2816041	Applied For
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.		Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24 Country	29 Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	

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 fee if applicable)

(NOTE: Registered Agent signature required when registering)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HALLARAN, ARTHUR J., JR.	1.2 NAME	
STREET ADDRESS	49 MILES RIVER RD.	1.3 STREET ADDRESS	
CITY-ST-ZIP	HAMILTON MA	1.4 CITY-ST-ZIP	
TITLE	TVP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEXLER, JONATHAN W.	2.2 NAME	
STREET ADDRESS	21 PRINCE ST	2.3 STREET ADDRESS	
CITY-ST-ZIP	BEVERLY MA	2.4 CITY-ST-ZIP	
TITLE	SVP	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCCREADY, RICHARD J.	3.2 NAME	
STREET ADDRESS	12 VALENTINE ST	3.3 STREET ADDRESS	
CITY-ST-ZIP	WEST NEWTON MA	3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	see attached
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

617-330-8600

Date Daytime Phone #

CR2E034 (12/95)

Directors and Officers  
Winthrop Energy Management, Inc.

03/26/1996

DIRECTORS:

Michael L. Ashner  
Effective : 01/15/1996  
Primary : 17 Buttonwood Drive  
Address : Dix Hills, NY 11746  
Director

Ronald J. Kravit  
Effective : 07/14/1995  
Primary : 21 Candy Lane  
Address : Ryebrook, NY 10573  
Director

W. Edward Scheetz  
Effective : 01/15/1996  
Primary : 60 Londonderry Drive  
Address : Greenwich, CT 06830  
Director

OFFICERS:

Michael L. Ashner  
Effective : 01/15/1996  
Primary : 17 Buttonwood Drive  
Address : Dix Hills, NY 11746  
Chairman

Effective : 01/15/1996  
Primary : 17 Buttonwood Drive  
Address : Dix Hills, NY 11746  
Chief Executive Officer

Richard J. McCready  
Effective : 07/14/1995  
Primary : 12 Valentine Street  
Address : West Newton, MA 02165  
Chief Operating Officer

Effective : 07/14/1995  
Primary : 12 Valentine Street  
Address : West Newton, MA 02165  
President

Jeffrey D. Furber  
Effective : 01/15/1996  
Primary : 8 Nantucket Road  
Address : Wellesley, MA 02181  
Executive Vice President and Clerk

Anthony R. Page  
Chief Financial Officer, Vice  
President, Treasurer

Effective : 08/24/1995  
 Primary : 220 Newbury Street, #5  
 Address : Boston, MA 02116

Peter A. Braverman Senior Vice President  
 Effective : 01/15/1996  
 Primary : 333 West End Avenue, Apt. 1A  
 Address : New York, NY 10023

Stephen Bonifield Vice President  
 Effective : 01/15/1996  
 Primary : 2015 Brockton Close  
 Address : Marietta, GA 30068

Bruce J. Goldin Vice President  
 Effective : 01/15/1996  
 Primary : 68 Warren Street  
 Address : Needham, MA 02192

Carol J.C. Mills Vice President  
 Effective : 01/15/1996  
 Primary : 16 Elm Street  
 Address : Wellesley, MA 02181

Nat Ruccolo Vice President  
 Effective : 01/15/1996  
 Primary : 5 Pocahontas Way  
 Address : Lynnfield, MA 01940

Thomas C. Staples Vice President  
 Effective : 01/15/1996  
 Primary : 975 Summer Street  
 Address : Stoughton, MA 02072

Carolyn B. Tiffany Vice President  
 Effective : 01/15/1996  
 Primary : 6 Bunker Hill Ct.  
 Address : Charlestown, MA 02129

Alfred C. Trivilino Vice President  
 Effective : 01/15/1996  
 Primary : 220 Newbury Street, #7  
 Address : Boston, MA 02116

Dayna A. DeMarco Assistant Clerk  
 Effective : 01/15/1996  
 Primary : 9 Rutledge Street  
 Address : West Roxbury, MA 02132

Amy R. Johnson Assistant Clerk  
 Effective : 01/15/1996  
 Primary : 45 Murray Road  
 Address : Newton, MA 02165