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PROFIT CORPORATION ANNUAL REPORT 1996



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

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**
4. FEI Number: **04-2816041**
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 (21-24) and 2a. Mailing Address (25-29) fields with sub-fields for Suite, City & State, Zip, and Country.

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 (81-85) fields for Name, Street Address, City, and 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 fee if applicable)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	HALLARAN, ARTHUR J., JR.	
STREET ADDRESS	49 MILES RIVER RD.	
CITY-ST-ZIP	HAMILTON MA	
TITLE	TVP	<input checked="" type="checkbox"/> DELETE
NAME	WEXLER, JONATHAN W.	
STREET ADDRESS	21 PRINCE ST	
CITY-ST-ZIP	BEVERLY MA	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	MCCREADY, RICHARD J.	
STREET ADDRESS	12 VALENTINE ST	
CITY-ST-ZIP	WEST NEWTON MA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	see attached
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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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 OF DIRECTOR

Date: **017-330-8600**
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