

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 08 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 # P11614 (5) 1. Corporation Name MCGRAW-EDISON COMPANY			
Principal Place of Business ATTN: CORPORATE SECRETARY 1001 FANNIN, SUITE 4000 HOUSTON TX 77002		Mailing Address ATTN: CORPORATE SECRETARY 1001 FANNIN, SUITE 4000 HOUSTON TX 77002-6711	
2. Principal Place of Business 21 600 Travis Suite, Apt. #, etc. 22 Ste 5800 City & State 23 Houston, TX Zip 24 77002 Country 25 Harris		2a. Mailing Address 26 600 Travis Suite, Apt. #, etc. 27 Ste 5800 City & State 28 Houston, TX Zip 29 77002 Country 30 Harris	
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____			
12. OFFICERS AND DIRECTORS			
TITLE	NAME	STREET ADDRESS	CITY-STATE-ZIP
PD	MCWILLIAMS, D. BRADLEY	1001 FANNIN, SUITE 4000	HOUSTON TX
VD	SCHUMACHER, DIANE K.	1001 FANNIN, SUITE 4000	HOUSTON TX
VTD	HILL, ALAN J.	1001 FANNIN, SUITE 4000	HOUSTON TX
AT	KOLE, STEPHEN M.	1001 FANNIN, SUITE 4000	HOUSTON TX
AS	INGOLS, DONALD P	1001 FANNIN, SUITE 4000	HOUSTON TX
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-STATE-ZIP
P		600 Travis, Ste 5800	Houston, TX 77002
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-STATE-ZIP
		600 Travis, Ste 5800	Houston, TX 77002
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-STATE-ZIP
		600 Travis, Ste 5800	Houston, TX 77002
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-STATE-ZIP
		600 Travis, Ste 5800	Houston, TX 77002
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-STATE-ZIP
		600 Travis, Ste 5800	Houston, TX 77002
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-STATE-ZIP
		See Attached Schedule	
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: _____		4/28/97 713-209-8400	

CR2E034 (9/96)

McGRAW-EDISON CO.
As of August 1996
FEIN 76-0150415

OFFICERS

<u>Name</u>	<u>Business Address</u>	<u>Home Address</u>
D. Bradley McWilliams President SS #453-64-2034	600 Travis Suite 5800 Houston, Texas 77002	3109 Locke Lane Houston, Texas 77019
Robert W. Teets Vice President SS #285-48-9195	600 Travis Suite 5800 Houston, Texas 77002	17418 Spicewood Springs Spring, Texas 77379
John Monter Vice President SS #277-42-6609	114 Old State Road Ellisville, Missouri 63021	51050 Quail Hollow Ct. Granger, Indiana 46530
Eddie E. Scott Vice President SS #520-38-6606	600 Travis Suite 5800 Houston, Texas 77002	9542 Bayou Brook Houston, Texas 77063
R. Fritz Zeck Vice President SS #270-38-8977	400 Busse Road Elk Grove Village Illinois 60007	25244 Pebble Creek Dr. Barrington, Illinois 60010
Randall B. Ammerman Vice President SS #454-82-0733	600 Travis Suite 5800 Houston, Texas 77002	17603 Montana Court Spring, TX 77388
Donald P. Ingols Assistant Secretary SS #478-58-8716	600 Travis Suite 5800 Houston, Texas 77002	6227 Rolling Water Dr. Houston, Texas 77069
Alan J. Hill Vice President/Treas. SS #547-66-2525	600 Travis Suite 5800 Houston, Texas 77002	18526 Barbuda Ln. Houston, TX 77058
Stephen M. Kole Assistant Treasurer SS #366-48-3638	600 Travis Suite 5800 Houston, Texas 77002	510 Anchorage Houston, Texas 77079
Diane K. Schumacher Vice President SS #353-48-2537	600 Travis Suite 5800 Houston, Texas 77002	6106 Hampton Court Spring, Texas 77389
Karen Herbert Secretary SS #043-54-8661	600 Travis Suite 5800 Houston, Texas 77002	10 Aylesbury Ct. Sugarland, Texas 77479

DIRECTOR

E. Daniel Leightman	600 Travis, Ste. 5800 Houston, Texas 77002	5118 Contour Houston, Texas 77096
Alan J. Hill	600 Travis, Ste. 5800 Houston, Texas 77002	18526 Barbuda Ln. Houston, TX 77058
Diane K. Schumacher	600 Travis, Ste. 5800 Houston, Texas 77002	6106 Hampton Court Spring, Texas 77389
Karen Herbert	600 Tavis, Ste. 5800 Houston, Texas 77002	10 Aylesbury Ct. Sugarland, Texas 77479