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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

CORPORATION
ANNUAL REPORT
1995



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

DOCUMENT # P22351
1. Corporation Name
ATC HOLDINGS II, INC.

Principal Place of Business Mailing Address
160 INVERNESS DRIVE WEST 160 INVERNESS DRIVE WEST
P.O. BOX 6659 P.O. BOX 6659
ENGLEWOOD CO 80155-3659 ENGLEWOOD CO 80155-3659

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21 300 FIRST STAMFORD PLACE	2b c/o TWC TAX DEPT	12/30/1988	5/1/1994
22 Suite, Apt #, etc	27 Suite, Apt #, etc	4. FEI Number	Applied For
	P.O. BOX 6700	84-1034313	<input type="checkbox"/> Not Applicable
23 City & State	28 City & State	5. Certificate of Status Deared	<input type="checkbox"/> \$8.75 Additional Fee Required
STAMFORD CT	DENVER CO	6. Election Campaign Financing	<input type="checkbox"/> \$5.00 May Be Added to Fees
24 Zip	25 Country	29 Zip	30 Country
06902		80155	ARAPAHOE

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

B1 Name	B2 Street Address (P.O. Box Number is Not Acceptable)	B3	B4 City	B5 Zip Code
			FL	

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 in printed name of registered agent and title if applicable Registered Agent signature required when registering DATE

12. OFFICERS AND DIRECTORS

TITLE	PD
NAME	COTTINGHAM, JAMES
STREET ADDRESS	TWC, 300 FIRST STAMFORD PLACE
CITY ST ZIP	STAMFORD CT 06902
TITLE	VD
NAME	DOOLITTLE, JAMES
STREET ADDRESS	TWC, 300 FIRST STAMFORD PLACE
CITY ST ZIP	STAMFORD CT 06902
TITLE	VS
NAME	GERKEN, HENRY
STREET ADDRESS	TWC, 300 FIRST STAMFORD PLACE
CITY ST ZIP	STAMFORD CT 06902
TITLE	VT
NAME	HARRIS, TOMMY J
STREET ADDRESS	TWC, 300 FIRST STAMFORD PLACE
CITY ST ZIP	STAMFORD CT 06902
TITLE	AS
NAME	APPELBAUM, MARK J.
STREET ADDRESS	TWC 300 FIRST STAMFORD PLACE
CITY ST ZIP	STAMFORD CT 06902
TITLE	V
NAME	ALLAMAN, GAIL L.
STREET ADDRESS	TWC, 5680 GREENWOOD PLAZA
CITY ST ZIP	ENGLEWOOD CO 80155-

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY ST ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	400001521564
24 CITY ST ZIP	-06/23/95--01018--006
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	***200.00 ***200.00
33 STREET ADDRESS	
34 CITY ST ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY ST ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY ST ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 CITY ST ZIP	

REMITTED BY MAY 1

6/2/95

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: *Gail L. Allaman* **GAIL L. ALLAMAN, VP TAX** *6/1/95*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date (Continue if space)

922351

**ATC HOLDINGS II, INC.
OFFICERS AND DIRECTORS**

James P. Cottingham President/Director	300 First Stamford Place Stamford, CT 06902-6732
James H. Doolittle Vice President/Director	300 First Stamford Place Stamford, CT 06902-6732
Joseph J. Collins Vice President/Director	300 First Stamford Place Stamford, CT 06902-6732
David E. O'Hayre Vice President	300 First Stamford Place Stamford, CT 06902-6732
John Rigsby Vice President	5120 Broadway New York, NY 10034
James A. Chiddix Vice President	300 First Stamford Place Stamford, CT 06902-6732
Tommy J. Harris Vice President/Treasurer	300 First Stamford Place Stamford, CT 06902-6732
Henry J. Gerken Vice President/Secretary	300 First Stamford Place Stamford, CT 06902-6732
Marc J. Apfelbaum Assistant Secretary	300 First Stamford Place Stamford, CT 06902-6732
Gail L. Allaman Vice President Tax	160 Inverness Drive West Englewood, CO 80112
Laurie Hefty Assistant Controller	160 Inverness Drive West Englewood, CO 80112
Donald B. Armour Assistant Treasurer	300 First Stamford Place Stamford, CT 06902-6732

9/30/93
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