

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

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**Feb 10 1997 8:00am
Secretary of State**



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

PROFIT CORPORATION
ANNUAL REPORT
1997

DOCUMENT # P27504 (0)
1. Corporation Name
MELLON MORTGAGE COMPANY



Principal Place of Business: **3100 TRAVIS STREET HOUSTON TX 77006-3699**
Mailing Address: **3100 TRAVIS STREET HOUSTON TX 77006-3634**

3. Date Incorporated or Qualified: **12/29/1989**
3a. Date of Last Report: **07/05/1996**

21. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
Suite, Apt. #, etc.	Suite, Apt. #, etc.	25-1235281	Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
Zip Country	Zip Country	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
24. Zip	25. Country	29. Zip	30. 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	10. Name and Address of New Registered Agent
C T CORPORATION SYSTEM 1200 S. PINE ISLAND RD. PLANTATION FL 33324	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: _____ DATE: _____
Signature of registered agent and fee if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEOP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SOLHEIM, RICHARD L.	1.2 NAME	
STREET ADDRESS	3100 TRAVIS ST.	1.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX	1.4 CITY-ST-ZIP	
TITLE	S <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	WATKINS, KATHERINE K.	2.2 NAME	S
STREET ADDRESS	3100 TRAVIS STREET	2.3 STREET ADDRESS	QUACKENBUSH, BARBARA
CITY-ST-ZIP	HOUSTON TX	2.4 CITY-ST-ZIP	3100 Travis Street
TITLE	T <input type="checkbox"/> DELETE	3.1 TITLE	Chief Operating Officer <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KULA, MICHAEL J	3.2 NAME	
STREET ADDRESS	3100 TRAVIS ST.	3.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77006-3699	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LOVEJOY, DAVID R	4.2 NAME	
STREET ADDRESS	ONE MELLON BANK CENTER, RM 4700	4.3 STREET ADDRESS	
CITY-ST-ZIP	PITTSBURGH PA	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		5.2 NAME	T
STREET ADDRESS		5.3 STREET ADDRESS	PROSETH, STEVEN G.
CITY-ST-ZIP		5.4 CITY-ST-ZIP	3100 Travis Street
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	Houston, TX
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 does not qualify for the exemption stated in Section 119.07(9)(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: *Barbara Quackenbush* January 24, 1997 713-525-8295
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: **Barbara Quackenbush, Secretary**

CR2E034 (9/96)

MELLON MORTGAGE COMPANY

Director and Principal Officers

as of January 28, 1997

Name	Title	Appointment Date	SS Number	D.O.B.	Business Address	Residence Address
David R. Lovejoy	Director	1/1/96	528-72-6183	11/11/48	One Mellon Bank Center #4700 Pittsburgh, PA 15258	726 St. James Street Pittsburgh, PA 15232
Richard L. Solheim	President Chief Executive Officer	8/1/87 10/31/95	483-56-0218	3/12/47	3100 Travis Street Houston, TX 77006	2119 Riverglen Forest Kingwood, TX 77345-1770
Michael J. Kula	Chief Operating Officer	11/1/96	378-64-7942	4/3/58	3100 Travis Street Houston, TX 77006	7610 Echo Point Houston, TX 77095
Steven G. Froseth	Chief Financial Officer Treasurer	11/1/96	508-62-0086	6/7/51	3100 Travis Street Houston, TX 77006	15422 Torry Pines Road Houston, TX 77062
Charles E. Keane	Senior Vice President	1/1/92	297-28-4013	11/6/36	1422 Euclid Ave., Ste. 900 Cleveland, OH 44110-2092	One Bratenahl Place, #705 Bratenahl, OH 44108
Barbara Quackenbush	Secretary	8/1/96	423-56-0721	9/12/43	3100 Travis Street Houston, TX 77006	6157 Ella Lee Lane Houston, TX 77057