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PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # P31750 (3)

1. Corporation Name
WINTHROP NORTHEAST PROPERTIES, INC.



Principal Place of Business
ONE INTERNATIONAL PLACVE
BOSTON MA 02110
US

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

3. Date Incorporated or Qualified 11/13/1990	3a. Date of Last Report 05/01/1995
4. FEI Number 04-2732151	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

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
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

Signature, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature is required when a change is being made)

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	HALLERAN, 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	TVPD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEXLER, JONATHAN W.	2.2 NAME	700001780257
STREET ADDRESS	21 PRINCE ST	2.3 STREET ADDRESS	04/15/96-01058-009
CITY-ST-ZIP	BEVERLY MA	2.4 CITY-ST-ZIP	***200.00
TITLE	SVPD	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	See attached
STREET ADDRESS		4.3 STREET ADDRESS	
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

Richard J. McCreedy President

Date

617 330-8606
Daytime Phone #

CR2E034 (12/95)

Directors and Officers
Winthrop Northeast Properties, Inc.

03/26/1996

DIRECTORS:

Michael L. Ashner	Director
Effective : 01/15/1996	
Primary : 17 Buttonwood Drive	
Address : Dix Hills, NY 11746	
 Ronald J. Kravit	 Director
Effective : 07/14/1995	
Primary : 21 Candy Lane	
Address : Ryebrook, NY 10573	
 W. Edward Scheetz	 Director
Effective : 01/15/1996	
Primary : 60 Londonderry Drive	
Address : Greenwich, CT 06830	

OFFICERS:

Michael L. Ashner	Chairman
Effective : 01/15/1996	
Primary : 17 Buttonwood Drive	
Address : Dix Hills, NY 11746	
 Effective : 01/15/1996	 Chief Executive Officer
Primary : 17 Buttonwood Drive	
Address : Dix Hills, NY 11746	
 Richard J. McCready	 Chief Operating Officer
Effective : 07/14/1995	
Primary : 12 Valentine Street	
Address : West Newton, MA 02165	
 Effective : 07/14/1995	 President
Primary : 12 Valentine Street	
Address : West Newton, MA 02165	
 Jeffrey D. Furber	 Executive Vice President and Clerk
Effective : 01/15/1996	
Primary : 8 Nantucket Road	
Address : Wellesley, MA 02181	
 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 : 01/01/1995
 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 : 01/03/1995
 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