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RETURN TO:
 Department of Business Services
 Secretary of State
 Springfield, IL 62756
 Telephone (217) 782-7808

STATE OF ILLINOIS
 DOMESTIC CORPORATION ANNUAL REPORT

CORPORATION
 FILE NO
 D 5305-970-8

YEAR OF 1991

RETURN TO BOX 408
 ATTN: PL

1.) SWANKE HAYDEN CONNELL LTD.
 2 PAUL M LURIE 111987
 208 S LASALLE STREET STE 900
 CHICAGO, IL. 60606 COOK

CORPORATE NAME
 REGISTERED AGENT
 REGISTERED OFFICE
 CITY, IL, ZIP CODE

FILED

2.) AGENT/OFFICE CHANGES ONLY (see 11h)
 SWANKE HAYDEN CONNELL LTD
 Corporation Name

3.) Date Incorporated 04/14/1983
 Give complete address of principal office, if other than above

APR 04 1991

Registered Agent X
 7200 Sears Tower
 Registered Office - Street Address X
 Chicago, Cook 60606
 City, County, IL Zip Code

Federal Employer Identification Number (FEIN)
 GEORGE M RYAN
 SECRETARY OF STATE

4.) The names and addresses of the officers and directors are: (if officers are directors, so state.)

NAME	OFFICE	NUMBER & STREET	CITY	STATE	ZIP
Richard S. Hayden, Dir. &	President	4 Columbus Circle, New York, New York	New York	New York	10019
Edward Connell, Dir., Exec. V.P. &	Secretary	4 Columbus Circle, New York, New York	New York	New York	10019
Richard Carlson, Dir., Exec. V.P. &	Treasurer	4 Columbus Circle, New York, New York	New York	New York	10019
Roland Lieber, Sr. V.P. & Asst. Secy	Director	4 Columbus Circle, New York, New York	New York	New York	10019
	Director				
	Director				

5.) The type of business actually conducted in Illinois is:

6.) Number of shares authorized and issued (as of 01/31/91)

CLASS	SERIES	PAR VALUE	NUMBER AUTHORIZED	NUMBER ISSUED
A		NPV	100000	10000.000
B		NPV	100000	-0-

7a.) The amount of paid-in capital as of 01/31/91 is:
 *PAID-IN CAPITAL \$ 1,000
 *"Paid-in Capital" replaces the terms Stated Capital and Paid-in Surplus. It does not include Retained Earnings.

7b.) The Paid-in Capital as of 01/31/91 on record with the Secretary of State is:
 TOTAL \$ 1,000
 (The figure in Item 7b may not be altered.)

ITEM 8 MUST BE SIGNED!

8.) By Edward Connell Secretary 3/13/91
 (Any Authorized Officer's Signature) (Title) (Date)

Under the penalty of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered agent and/or office, pursuant to provisions of the Business Corporation Act, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

RETURN TO BOX 408
 ATTN: Paul Lurie

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Property of Cook County Clerk's Office

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- DEPT-01 RECORDING
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- COOK COUNTY RECORDER