

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT

OF

POTOWOMUT INVESTMENT COMPANY

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is Potowomut Investment Company

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is Suite 515, 155 Westminster Street, Providence, Rhode Island 02903
and the name of its registered agent in Rhode Island at such address is W. Slater Allen, Jr.

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is DNA

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Private Investment Company

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
George H. Waterman III	Director	825 Fifth Ave., New York, NY 10021
	Director	
George H. Waterman III	President	825 Fifth Avenue, NY, NY 10021
	Vice President	
George H. Waterman III	Secretary	825 Fifth Avenue, NY, NY 10021
George H. Waterman III	Treasurer	825 Fifth Avenue, NY, NY 10021

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1000	Preferred		\$4.00
3000	Common	B	\$1.00
8000	Common	A	\$1.00

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EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

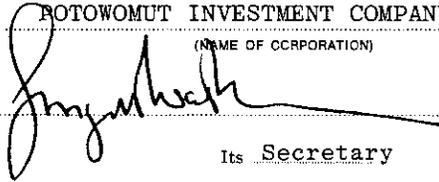
<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
500	Preferred		\$1.00
100	Common	A	\$1.00

Dated Feb. 19, _____, 1981

ROTOWOMUT INVESTMENT COMPANY

(NAME OF CORPORATION)

By



Its Secretary