

Filing fee: \$10.00

3696

**STATEMENT OF
CANCELLATION OF REACQUIRED SHARES
OF**

THE UTTER COMPANY

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-62 of the General Laws, 1956, as amended, the undersigned corporation submits the following statement of cancellation by resolution of its board of directors of shares of the corporation reacquired by it, other than redeemable shares redeemed or purchased :

FIRST: The name of the corporation is The Utter Company

SECOND: The number of reacquired shares of the corporation cancelled by resolution duly adopted by the board of directors of the corporation on December 1, 19 96, is 6,668 shares, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Class B Common Stock	-	348
Preferred Stock	-	6,320

THIRD: The aggregate number of issued shares of the corporation after giving effect to such cancellation is 504, itemized as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>
Class A Common Stock	-	56
Class B Common Stock	-	48
Preferred Stock	-	400

FOURTH: The amount of the stated capital of the corporation, after giving effect to such cancellation is \$ 40,104.

FILED

DEC 30 1996

[Handwritten signature and initials]

Dated December 27, 1996

By Robert D. Utter (Robert D. Utter)
Its Vice President
and Robert D. Utter (Robert D. Utter)
Its Secretary

STATE OF RHODE ISLAND }
COUNTY OF Washington } SC.

At Westerly in said county on this 27th day of
December, 1996, personally appeared before me Robert D.
Utter, who, being by me first duly sworn, declared that he is the
Vice President of The Utter Company
that he signed the foregoing document as Vice President of the
corporation, and that the statements therein contained are true.

Karen G. DePinto
Notary Public

(NOTARIAL SEAL)

KAREN G. DEPONTE, Notary Public
State of Rhode Island and Providence Plantations
My Commission Expires 7/3/97