

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

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**May 04 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 805150 (0)

1. Corporation Name
H.J.HEINZ COMPANY

Principal Place of Business 600 GRANT STREET P.O. BOX 57 PITTSBURGH PA 15230	Mailing Address 600 GRANT STREET P.O. BOX 57 PITTSBURGH PA 15230
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 12/18/1939	
4. FEI Number 25-0542520	Applied For <input type="checkbox"/> 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	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: typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOGDANOVICH, JOSEPH J	1.2 NAME	
STREET ADDRESS	600 GRANT STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	PITTSBURGH PA	1.4 CITY-ST-ZIP	
TITLE	VPAT <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CROWE, JOHN C	2.2 NAME	
STREET ADDRESS	600 GRANT ST	2.3 STREET ADDRESS	
CITY-ST-ZIP	PITTSBURGH PA	2.4 CITY-ST-ZIP	
TITLE	VT <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RENNE, PAUL F.	3.2 NAME	
STREET ADDRESS	600 GRANT STREET	3.3 STREET ADDRESS	
CITY-ST-ZIP	PITTSBURGH PA	3.4 CITY-ST-ZIP	
TITLE	DCCE <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	O'REILLY, ANTHONY J F	4.2 NAME	
STREET ADDRESS	600 GRANT STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	PITTSBURGH PA	4.4 CITY-ST-ZIP	
TITLE	AST <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FEARER, CLYDE E.	5.2 NAME	
STREET ADDRESS	600 GRANT STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	PITTSBURGH PA	5.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SNYDER, WILLIAM P III	6.2 NAME	
STREET ADDRESS	120 FIFTH AVE., STE. 2800	6.3 STREET ADDRESS	
CITY-ST-ZIP	PITTSBURGH PA	6.4 CITY-ST-ZIP	

See attached schedule

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(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

CR2E034 (10/97)

H. J. HEINZ COMPANY, DIRECTORS & OFFICERS, FISCAL YEAR APRIL 29, 1998

DIRECTORS
 Anthony J. F. O'Reilly
 William P. Snyder, III
 Joseph J. Bogdanovich
 Herman J. Schmidt
 Albert Lippert
 Eleanor B. Sheldon
 Richard M. Cyert
 Samuel C. Johnson
 Donald R. Keough
 S. Donald Wiley
 Lawrence J. McCabe
 David R. Williams
 Luigi Ribolla
 Nicholas F. Brady
 William R. Johnson
 William C. Springer
 Edith E. Holiday
 Thomas S. Foley
 Paul F. Renne

SOC. SEC. #
 167-48-7294
 469-12-1035
 545-01-9526
 387-18-9083
 097-12-7330
 095-26-6196
 476-10-1845
 397-22-4722
 482-20-8566
 208-18-2129
 210-28-5521
 192-56-5178

 216-30-1579
 559-78-2528
 075-30-7030
 276-52-3762
 225-52-6140
 193-34-5046

BUSINESS ADDRESS
 H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219
 The Wilpen Group, 120 Fifth Avenue, Suite 2800, Pittsburgh, PA 15222
 H. J. Heinz Company, Ltd., Hayes Park, Hayes Middlesex UB4 8AL England
 NONE
 NONE
 NONE
 Carnegie Mellon University, G.S.I.A., Room 307, Pittsburgh, PA 15213
 S.C. Johnson & Son, Inc., 1525 Howe Street, Racine, WI 53403
 200 Galleria Parkway, Suite 970, Atlanta, GA 30339
 H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219
 H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219
 H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219
 PLADA S.p.A., Corso Garibaldi 97/99, 20121 Milano, Italy
 Darby Advisors, Inc., The Bullitt House, Dover and Harrison Streets, Easton, MD 21601
 H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219
 NONE
 1333 New Hampshire Ave., N.W. Sec. 400, Washington, DC 20036
 H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219

HOME ADDRESS
 835 Fox Chapel Road, Pittsburgh, PA 15238
 Blackburn Road, Box 85, Sewickley, PA 15143
 9 The Belvedere, Chelsea Harbour, London, England SW 10
 15 Oakley Lane, Greenwich, CT 06830
 Sands Point Golf Club, 140 Middle Neck Rd., Sands Point, NY 11050
 630 Park Avenue, New York, NY 10021
 12 Edgewood Road, Pittsburgh, PA 15215
 4815 Lighthouse Drive, Racine, WI 53402
 1700 Heritage Ct., NW, Atlanta, GA 30327
 132 Riding Trail Lane, Pittsburgh, PA 15215
 400 Gass Road, Wexford, PA 15090
 2107 Blarmon Drive, Pittsburgh, PA 15241
 Via Caselle Alta 46, 24020 Villa Di Serio, Bergamo, Italy
 2928 Ocean Gateway, P.O. Box 156, Trappe, MD, 21673
 600 Academy Place, Sewickley, PA 15143
 1359 Oak Ledge Court, Pittsburgh, PA 15241
 3239 38th St., N.W., Washington, DC 20016
 1253 C St., Washington, DC 20003
 223 Grandview Avenue, Pittsburgh, PA 15211

CORPORATE OFFICERS

SOC. SEC. #
 167-48-7294

NAME
 Anthony J. F. O'Reilly

BUSINESS ADDRESS
 H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219

HOME ADDRESS
 835 Fox Chapel Road, Pittsburgh, PA 15238

Chief Executive Officer

545-01-9526

Joseph J. Bogdanovich

H. J. Heinz Company, Ltd.,
 Hayes Park, Hayes Middlesex UB4 8AL England

9 The Belvedere, Chelsea Harbour, London, England, SW10

President &
 Chief Operating Officer

559-78-2528

William R. Johnson

H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219

600 Academy Place, Sewickley, PA 15143

Sr. Vice President-
 General Counsel/Secretary

210-28-5521

Lawrence J. McCabe

H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219

400 Gass Road, Wexford, PA 15090

Executive Vice Pres and
 Chief Financial Officer

193-34-5046

Paul F. Renne

H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219

223 Grandview Avenue, Pittsburgh, PA 15211

Executive Vice Pres -Europe &
 President - Heinz Europe

Luigi Ribolla

PLADA S.p.A., Corso Garibaldi 97/99,
 20121 Milano, Italy

Via Caselle Alta 46, 24020 Villa Di Serio, Bergamo, Italy

Executive Vice Pres -Americas

075-78-2528

William C. Springer

H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219

1359 Oak Ledge Court, Pittsburgh, PA 15241

Executive Vice President

192-56-5178

David R. Williams

H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219

2107 Blarmon Drive, Pittsburgh, PA 15241

Executive Vice President

387-06-4914

Daniel J. O'Neill

H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219

591 Longchamps Drive, Devon, PA 19333

Area Vice President-
 Pacific Rim

192-52-2984

John Crawshaw

H. J. Heinz Company of Canada Ltd., 5700 Yonge Street, Suite 2100, North
 York, Ontario M2M 4K6

41 Warden Lane, Stouffville, Ontario L4A 7X5 Canada

Vice President- Taxes

181-40-1514

John C. Crowe

H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219

1661 Blackburn Heights Dr., Sewickley, PA 15143

Vice Pres. - Organization
 Development & Admin.

202-26-4157

George C. Greer

H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219

*Prospect Point", County Club Road, Rector, PA 15677

Treasurer
 Vice President and Corporate
 Controller

398-56-4508
 006-60-5233

F. Nicholas Grastberger III
 Edward J. McMenamin

H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219
 H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219

5 Lewin Lane, Pittsburgh, PA 15235
 2660 W. Timberclem Dr., Wexford, PA 15090

Vice Pres. - Nutrition, Technical
 Affairs & Chief Scientist

209-68-3898

Lello G. Parducci

Weight Watchers International, 175 Crossways Park W.,
 Woodbury, NY 11797-2055

7 Halvard Court, Cold Spring Harbor, NY 11724

Vice President- Business Dev.
 Vice Pres. - Corp. Affairs

Mitchell A. Rung
 D. Edward I. Smyth

H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219
 H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219

919 Sentlers Ridge Road, Pittsburgh, PA 15238
 312 McLain Street, Bedford Hills, NY 10507

ASSISTANT CORPORATE OFFICERS

202-40-4074
 193-34-6749
 181-40-1514
 162-34-5108

Karyl A. Davis
 Edward A. Aiello
 John C. Crowe
 Clyde E. Farner

H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219
 H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219
 H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219
 H. J. Heinz Company, 600 Grant St., Pittsburgh, PA 15219

5 Grayhurst Dr., Pittsburgh, PA 15235
 804 Ridgely Avenue, Mt. Lebanon, PA 15216
 1661 Blackburn Heights Dr., Sewickley, PA 15143
 5006 W. Grove Lane, Gibsonia, PA 15044

Rev.: November 5, 1997