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Apr 23, 1999 8:00 am
Secretary of State

04-23-1999 90138 015 ***150.00

0007897

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 805150

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		3. Date Incorporated or Qualified 12/18/1939	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 25-0542520	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes the current year Intangible Personal Property Tax.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VD <input type="checkbox"/> DELETE	1.1 TITLE	P/CEO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BOGDANOVICH, JOSEPH J	1.2 NAME	Johnson, William R.
STREET ADDRESS	600 GRANT STREET	1.3 STREET ADDRESS	600 Grant Street
CITY-ST-ZIP	PITTSBURGH PA	1.4 CITY-ST-ZIP	Pittsburgh, PA 15219
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	DCCCE <input type="checkbox"/> DELETE	4.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	O'REILLY, ANTHONY J F	4.2 NAME	O'Reilly, Anthony J. F.
STREET ADDRESS	600 GRANT STREET	4.3 STREET ADDRESS	600 Grant Street
CITY-ST-ZIP	PITTSBURGH PA	4.4 CITY-ST-ZIP	Pittsburgh, PA 15219
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	SEE ATTACHED SCHEDULE
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)(f), 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, with all other like empowered.

SIGNATURE: *John C. Crowe* John C. Crowe, V.P.-Taxes/Asst. Treas. 4/26/99 412-456-6071
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

805150 401254-90138-15

DIRECTORS

Anthony J. F. O'Reilly
 William P. Snyder, III
 James M. Zimmerman
 Herman J. Schmidt
 Candace Kendle
 Eleanor B. Sheldon
 Leonard S. Coleman, Jr.
 Samuel C. Johnson
 Donald R. Keough
 S. Donald Wiley
 Lawrence J. McCabe
 David R. Williams
 Malcolm Ritchie
 Nicholas F. Brady
 William R. Johnson
 William C. Springer
 Edith E. Haldiday
 Mary C. Choksi
 Paul F. Renne

SOC. SEC. #

167-48-7294
 469-12-1035
 387-18-9083
 277-42-1111
 095-26-6196
 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
 193-34-5046

BUSINESS ADDRESS

H. J. HEINZ COMPANY, DIRECTORS & OFFICERS, FISCAL YEAR APRIL 28, 1999
 H. J. Heinz Company, 600 Grant St., Pitsburgh, PA 15219
 The Wilpen Group, 120 Fifth Avenue, Suite 2800, Pitsburgh, PA 15222
 Federated Department Stores Avenue, 7 West Seventh Street, Cincinnati, OH 45202
 NONE
 NONE
 Kendle, 700 Carew Tower, 5th & Vine, Cincinnati, OH 45202
 NONE
 National League of Baseball Clubs, 350 Park Avenue, New York, NY 10022
 S.C. Johnson & Son, Inc., 1525 Howe Street, Racine, WI 53403
 200 Galleria Parkway, Suite 970, Atlanta, GA 30339
 H. J. Heinz Company, Foundation, 600 Grant St., Pitsburgh, PA 15219
 H. J. Heinz Company, 600 Grant St., Pitsburgh, PA 15219
 H. J. Heinz Company, 600 Grant St., Pitsburgh, PA 15219
 PLADA S.p.A., Corra Garibaldi 97/99, 20121 Milano, Italy
 Darcy Advisors, Inc., The Bullitt House, Dover and Harrison Streets, Easton, MD 21601
 H. J. Heinz Company, 600 Grant St., Pitsburgh, PA 15219
 H. J. Heinz Company, 600 Grant St., Pitsburgh, PA 15219
 NONE
 Strategic Investment Partners, 1001 19th Street North, 16th Floor, Arlington, VA 22209
 H. J. Heinz Company, 600 Grant St., Pitsburgh, PA 15219

CORPORATE OFFICERS

President/Chief Executive Officer
 Executive Vice Pres. &
 Chief Financial Officer
 Executive Vice President
 Executive Vice President
 Exec. Vice Pres. - Global Mfg./
 Supply Chain & Frozen Food
 Executive Vice Pres. -Europe &
 President - Heinz Europe
 Sr. Vice President-
 General Counsel/Secretary
 Sr. Vice Pres. - Corporate &
 Government Affairs
 Sr. Vice Pres - Strategy, Process &
 Business Development
 Area Vice President-
 Pacific Rim
 Area Vice President-
 Southern Africa and India
 Vice President- Taxes
 Vice Pres. and Corp. Controller
 Vice Pres.-Nutrition, Technical
 Affairs & Chief Scientist
 Vice President- Business Dev.
 Vice Pres. & Chief Admin. Officer
 Vice President - Strategic Dev.
 Vice President - Process Dev.
 Vice Pres. - Global Category Dev.
 Vice Pres. - Chief Information Officer
 Vice Pres. - Investor Relations
 Vice Pres. - Global Procurement/
 Packaging Optimization
 Treasurer

SOC. SEC. #

559-78-2528
 193-34-5046
 075-78-2528
 192-56-5178
 183-26-4253

 210-28-5521
 209-68-3898
 542-56-6313
 192-52-2984

 181-40-1514
 006-60-5233
 393-62-6206
 029-42-3353
 155-30-0194
 519-70-6428
 097-38-1415
 106-50-8404
 442-54-4387
 287-42-3834
 279-56-1731
 398-56-4508

NAME

William R. Johnson
 Paul F. Renne
 William C. Springer
 David R. Williams
 Richard H. Warmhoff
 Malcolm Ritchie
 Lawrence J. McCabe
 D. Edward I. Smyth
 Michael J. Bettrasso
 John Crawshaw
 John Crawshaw
 Rory W. Beattie
 John C. Crowe
 Edward J. McMenamin
 Lello G. Parducci
 Mitchell A. Ring
 William C. Goode
 Tracy Quinn
 Dennis R. Ellis
 Michael D. Malone
 Steven C. Morelli
 John Runkel
 R. Scott Allen
 F. Nicholas Grasberger III

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HOME ADDRESS

835 Fox Chapel Road, Pitsburgh, PA 15238
 Blackburn Road, Box 85, Sewickley, PA 15143
 9150 Meadowgrove Lane, Cincinnati, OH 45243
 15 Oakley Lane, Greenwich, CT 06830
 550 East 4th Street, Suite V, Cincinnati, OH 45202
 630 Park Avenue, New York, NY 10021
 895 Church Lane, Middletown, NJ 07748
 4815 Lighthouse Drive, Racine, WI 53402
 1700 Heritage Cr., NW, Atlanta, GA 30327
 132 Riding Trail Lane, Pitsburgh, PA 15215
 400 Gass Road, Wexford, PA 15090
 2107 Blarmon Drive, Pitsburgh, PA 15241
 Coft Park, 6 Stratton Road, Beaconfield, Buckingham, HP9 1H5, England
 2928 Ocean Gateway, P.O. Box 156, Trappe, MD, 21673
 Pink House Road, Sewickley, PA 15143
 1359 Oak Ledge Court, Pitsburgh, PA 15241
 3239 38th St., N.W., Washington, DC 20006
 2917 Audubon Terrace, Washington, DC 20008
 223 Grandview Avenue, Pitsburgh, PA 15211

HOME ADDRESS

Pink House Road, Sewickley, PA 15143
 223 Grandview Avenue, Pitsburgh, PA 15211
 1359 Oak Ledge Court, Pitsburgh, PA 15241
 2107 Blarmon Drive, Pitsburgh, PA 15241
 9401 West Riverside Drive, Boise, ID 83703
 Coft Park, 6 Stratton Road
 Beaconfield, Buckingham, HP9 1H5, England
 400 Gass Road, Wexford, PA 15090
 312 McLain Street, Bedford Hills, NY 10507
 505 Valhalla Drive, Sewickley, PA 15143
 41 Warden Lane, Stourville, Ontario L4A 7X5 Canada
 401 Majuba Alice Lane, Sandton, Johannesburg, South Africa
 1661 Blackburn Heights Dr., Sewickley, PA 15143
 2660 W. TimberGlen Dr., Wexford, PA 15090
 7 Halcyon Court, Cold Spring Harbor, NY 11724
 919 Settlers Ridge Road, Pitsburgh, PA 15238
 302 Walden Court, Wexford, PA 15090
 4030 Gwynedd Drive, Allison Park, PA 15101
 161 White Oak Drive, Pitsburgh, PA 15237
 718 Cartwright Drive, Wexford, PA 15090
 304 Walden Court, Wexford, PA 15090
 One Highbriev Drive, Sewickley, PA 15143-8359
 5643 Middle Crest Drive, Agoura Hills, CA 91301
 5 Lewin Lane, Pitsburgh, PA 15235

ASSISTANT CORPORATE OFFICERS

Assistant Secretary
 Assistant Treasurer
 Assistant Treasurer
 Asst. Secretary/Asst. Treas.
 Rev.: April 19, 1999

ASSISTANT CORPORATE OFFICERS

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

ASSISTANT CORPORATE OFFICERS

Karyll A. Davis
 Edward A. Aiello
 John C. Crowe
 Clyde E. Feater

ASSISTANT CORPORATE OFFICERS

H. J. Heinz Company, 600 Grant St., Pitsburgh, PA 15219
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ASSISTANT CORPORATE OFFICERS

5 Grayhurst Dr., Pitsburgh, PA 15235
 804 Ridgely Avenue, Mt Lebanon, PA 15216
 4 Linden Place, Sewickley, PA 15143
 5006 W. Grove Lane, Gibsonia, PA 15044