

FILE **BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

98 OCT 16 PM 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #
B94000000422

BROWN BROTHERS HARRIMAN & CO. LIMITED PARTNERSHIP



Mailing Address

Principal Office Address

59 WALL STREET
NEW YORK NY 10005

59 WALL STREET
NEW YORK NY 10005

3. Date Formed or Registered

10/19/1994

5a. Capital Contributions as Shown on record.

\$6,000,000.00

3a. Date of Last Report

12/09/1997

5b. Amount of Capital Contributions in FLORIDA to date:

-0-

4. State or Country of Formation

NY

2. Mailing Address

2a. Principal Office Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

6. FEI Number

13-4973745

Applied For
 Not Applicable

7. Certificate of Status Desired

\$8.75 Additional Fee Required

8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent

O'NEIL, DANIEL C
BROWN BROTHERS HARRIMAN & CO.
4501 TAMiami TRAIL NORTH, SUITE 310
NAPLES FL 33940

10. If changed, new Registered Agent/Office

Name
James R. Neel
Street Address (P.O. Box Number Is Not Acceptable)
787 5th Avenue South
Suite, Apt. #, etc.
Brown Brothers Harriman & Co. Building
City
Naples
Zip Code
FL 34102-6603

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

James R. Neel

DATE October 9, 1998

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)

11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)

11b. City, State & Zip Code

11c. Registration/Document Number

SCHOENFELD, JEFFREY A

59 WALL STREET

NEW YORK NY 10005

300002670638--4

BARTLETT, PETER B

59 WALL STREET

NEW YORK NY 10005

-10/23/98--01003--001

BERRIS, BRIAN A

59 WALL STREET

NEW YORK NY 10005

***150.00 ***150.00

BORLAND, JOHN J

125 S. WACKER DRIVE,

CHICAGO IL 60606-4402

DONAHUE, DOUGLAS A JR

59 WALL STREET

NEW YORK NY 10005

ENDERS, ANTHONY T

59 WALL STREET

NEW YORK NY 10005

Dec (Cus)

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE

Anthony T. Enders

DATE

9/30/98

Typed or Printed Name of General Partner Signing Form

Anthony T. Enders, Managing Partner

Daytime Telephone Number

(212) 493-8350

CR2E003 (8/98)

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Question 11

**Brown Brothers Harriman & Co. Limited Partnership
Document Number B9400000422**

GENERAL PARTNERS

BUSINESS ADDRESS

Peter B. Bartlett	59 Wall Street, New York, NY 10005
Brian A. Berris	59 Wall Street, New York, NY 10005
John J. Borland	59 Wall Street, New York, NY 10005
Walter H. Brown	59 Wall Street, New York, NY 10005
Douglas A. Donahue, Jr.	59 Wall Street, New York, NY 10005
Anthony T. Enders	59 Wall Street, New York, NY 10005
A. T. Ercklentz	59 Wall Street, New York, NY 10005
T. M. Farley	59 Wall Street, New York, NY 10005
John A. Gehret	59 Wall Street, New York, NY 10005
Elbridge T. Gerry, Jr.	59 Wall Street, New York, NY 10005
Kristen F. Giarrusso	59 Wall Street, New York, NY 10005
Robert R. Gould	59 Wall Street, New York, NY 10005
Kyosuke Hashimoto	59 Wall Street, New York, NY 10005
Noah T. Herndon	59 Wall Street, New York, NY 10005
Landon Hilliard	59 Wall Street, New York, NY 10005
Radford W. Klotz	59 Wall Street, New York, NY 10005
Michael Kraynak, Jr.	59 Wall Street, New York, NY 10005
Susan C. Livingston	59 Wall Street, New York, NY 10005
T. Michael Long	59 Wall Street, New York, NY 10005
Hampton S. Lynch, Jr.	59 Wall Street, New York, NY 10005
Michael W. McConnell	59 Wall Street, New York, NY 10005
William H. Moore III	59 Wall Street, New York, NY 10005
Donald B. Murphy	59 Wall Street, New York, NY 10005
John A. Nielsen	59 Wall Street, New York, NY 10005
Eugene C. Rainis	59 Wall Street, New York, NY 10005
A. Heaton Robertson	59 Wall Street, New York, NY 10005
Jeffrey A. Schoenfeld	59 Wall Street, New York, NY 10005
Stokley P. Towles	59 Wall Street, New York, NY 10005
Andrew J. F. Tucker	59 Wall Street, New York, NY 10005
Lawrence C. Tucker	59 Wall Street, New York, NY 10005
Maarten van Hengel	59 Wall Street, New York, NY 10005
Douglas C. Walker	59 Wall Street, New York, NY 10005
Laurence F. Whittemore	59 Wall Street, New York, NY 10005
Richard H. Witmer, Jr.	59 Wall Street, New York, NY 10005