

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

FILED
May 05 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 # P34822 (7)
1. Corporation Name
BTM CAPITAL CORPORATION



Principal Place of Business 125 SUMMER ST. P.O. BOX 2332 BOSTON MA 02107	Mailing Address 125 SUMMER ST. P.O. BOX 2332 BOSTON MA 02107
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DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified 07/26/1991	
4. FEI Number 22-3031156	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 type="checkbox"/> Yes <input checked="" 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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	VP	<input type="checkbox"/> DELETE
NAME	HORTON, CHARLES E JR	
STREET ADDRESS	125 SUMMER STREET	
CITY-ST-ZIP	BOSTON MA 02110	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	ANZAI, YOJI	
STREET ADDRESS	125 SUMMER STREET	
CITY-ST-ZIP	BOSTON MA 02110	
TITLE	VPAS	<input type="checkbox"/> DELETE
NAME	COLLINS, HALSEY B	
STREET ADDRESS	125 SUMMER STREET	
CITY-ST-ZIP	BOSTON MA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	CHAUSSE, LEO R.	
STREET ADDRESS	125 SUMMER STREET	
CITY-ST-ZIP	BOSTON MA 02110	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	WALKER, ROBERT	
STREET ADDRESS	125 SUMMER STREET	
CITY-ST-ZIP	BOSTON MA 02110	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	BRENNAN, FRANK	
STREET ADDRESS	125 SUMMER STREET	
CITY-ST-ZIP	BOSTON MA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Dir/Sr Ex VP/COO
2.3 STREET ADDRESS	Akira Tomioka
2.4 CITY-ST-ZIP	125 Summer Street Boston MA 02110
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Dir/Pres
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Ex VP/CFO
5.3 STREET ADDRESS	James F. Winschel, Jr.
5.4 CITY-ST-ZIP	125 Summer St Boston MA 02110
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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.

SIGNATURE _____

CFR2E034 (10/97)

OFFICERS AND DIRECTORS:

[By-Laws specify that there be not less than six nor more than ten Directors]

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
<u>DIRECTORS</u>		
Tetsuo Shimura	Chairman	425 East 58th St., 44h New York, NY
Richard Carolan	Director	38 Upwey Road Wellesley, MA 02181
Leo R. Chausse	Director	5 Standish Circle Canton, MA 02021
David Hale	Director	75 Walnut Street Concord, MA 01742

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
<u>DIRECTORS</u>		
Akira Tomioka	Director	2 Louisburg Square #1 Boston, MA 02108
Hiroshi Watanabe	Director	
Philip Wexler	Director	
Shota Yasuda	Director	707 Forest Avenue Rye, NY 10580
<u>OFFICERS</u>		
Leo R. Chausse	President and Chief Executive Officer	5 Standish Circle Canton, MA 02021
Akira Tomioka	Senior Executive Vice President and Chief Operating Officer	2 Louisburg Square #1 Boston, MA 02108
James F. Winschel, Jr.	Executive Vice President, Chief Financial Officer	11 Cudworth Lane Sudbury, MA 01776
Richard E. Carolan	Executive Vice President	38 Upwey Road Wellesley, MA 02181
David Hale	Executive Vice President	75 Walnut Street Concord, MA 01742
Michael W. Lieber	Executive Vice President	85 Berkshire Road Newtonville, MA 02160
David A. Meehan	Executive Vice President and Chief Administrative Officer	95 Orchard Street Belmont, MA 02178
John N. Fisher, Jr.	Senior Vice President	32 Farm Street Dover, MA 02030
William Furlong	Senior Vice President	1409 River Street #36 Hyde Park, MA 02136
Karen Hurst	Senior Vice President	36 Old Middlesex Rd. Belmont, MA 02178

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
John King	Senior Vice President	8 Skyview Drive Walpole, MA 02081
Sachio Kuninori	Senior Vice President	21 Beacon Street #11B Boston, MA 02108
Rory Laughna	Senior Vice President	3 Noannet Circle Westwood, MA 02090
Kathleen R. Maloney	Senior Vice President, General Counsel and Secretary	50 Freedom Hollow #403 Salem, MA 01970
Gary L. Miller	Senior Vice President	98 Prospect Street Sherborn, MA 01770
Joseph W. O'Brien	Senior Vice President	220 Manomet Avenue P.O. Box 1391 Manomet, MA 02345
Carol T. Panariti	Senior Vice President	40 Hickory Cliff Rd. Newton, MA 02165
Thomas J. Thornton	Senior Vice President	159 Belmont Avenue Lowell, MA 01852
William R. York, Jr.	Senior Vice President	21 Branch Street Boston, MA 02108
David Alpert	Vice President	20 Lake Street Sherborn, MA 01770
Milton H. Amos	Vice President	3605 Remington Circle Plano, TX 75023
Shigeyuki Asakuma	Vice President	10 Brewster Road Wellesley, MA 02181
Cheryl A. Behan	Vice President	24 South Street Medford, MA 02155
Frank Brennan	Vice President	6 Guardhouse Drive Redding, CT 06896
John D. Buckley, Jr.	Vice President	3 Kastraki Place Chelmsford, MA 01824
Joachim Cargas	Vice President	35 Melba Avenue San Francisco, CA 94132
Halsey B. Collins	Vice President, and Assistant Secretary	4 Longfellow Place Boston, MA 02114

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Christopher J. Cooney	Vice President	37 Huckleberry Road Hopkinton, MA 01748
Mary Coughlin	Vice President	12 Michaud Drive Framingham, MA 01701
Timothy Dee	Vice President	1 Arlington Road Wellesley, MA 02181
Ronald Donatelli	Vice President	5112 Bronwyn Court Gibsonia, PA 15044
Patricia A. Donoghue	Vice President	79 Channing Road Watertown, MA 02172
Daniel K. Dorian	Vice President	6 Tanglewood Lane Winchester, MA 01890
Michael Doyle	Vice President	20 Beechwood Road Wellesley, MA 02181
Cynthia Fawcett	Vice President	121 Ball Street Northboro, MA 01532
Michael Gangemi	Vice President	24 Rust Way Cohasset, MA 02025
Matthew Ginnetty	Vice President	6 Sunken Meadow Rd. Franklin, MA 02038
Ronald Ginochio	Vice President	378 Perkins Street Oakland, CA 94610
Paul Goss	Vice President	18 Sea Fox Lane Gloucester, MA 01930
Gary Gregory	Vice President	1 Cypress Road San Anselmo, CA 94960
Kathleen Hall	Vice President	13 Wakeland Road Dover, MA 02030
Deborah Hayes	Vice President	50 Timber Lane Topsfield, MA 01983
Mark A. Helman	Vice President, and Assistant Secretary	27 Edgewood Road Wayland, MA 01778

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Charles E. Horton, Jr.	Vice President	3 Scotland Heights N. Reading, MA 01864
James Immerman	Vice President	38 Faulkner Hill Road Acton, MA 01720
Elizabeth K. Johnson	Vice President	Denise Lane Hamilton, MA 01982
Robert Kennedy	Vice President	280 Commonwealth Avenue Boston, MA 02116
Ronald R. Koopman	Vice President	11 Brookmill Road Stow, MA 01775
Kevin Kops	Vice President	2 Wilpert Road Bridgewater, NJ 08807
Thomas F. Lee	Vice President	124 Miles River Road S. Hamilton, MA 01982
Michael E. Lewicki	Vice President	759 Main Street Boxford, MA 01921
Anne Liddell	Vice President	50 Monument Square Charlestown, MA 02129
Joseph Louis	Vice President	358 County View Drive Mill Valley, CA 94941
Katherine McCabe	Vice President	364 Neponset Street Unit F Canton, MA 02021
John McCarthy	Vice President	15 Hillcrest Road Medfield, MA 02052
Matthew J. McNamara	Vice President	18 Fells Road Winchester, MA 01890
James Mason	Vice President	6 Salem Street Avenue Charlestown, MA 02129
Donna Meyer	Vice President	42 Longfellow Road Needham, MA 02194
Mary Ellen Murphy	Vice President	32 Sanborn Lane Reading, MA 01867
Kenneth B. Newton	Vice President	19D South Commons Lincoln, MA 01773

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Paul Nolan	Vice President and Controller	27 Ridgewood Lane Melrose, MA 02176
Joan Parker	Vice President	Continental Court #6 Woburn, MA 01801
Michael Picard	Vice President	
Eric Plugis	Vice President and Treasurer	4 Benjamin Kidder Lane Bedford, MA 01730
Michael Quinlan	Vice President	238 Water Street Newburyport, MA 01950
Cecile Ross	Vice President	37 Abbott Road North Reading, MA 01864
Marc Segal	Vice President	101 Manning Street Needham, MA 02194
Brian Shanahan	Vice President	1603 Nightingale Crt. Lindenhurst, IL 60046
Bruce Simkins	Vice President	11 Greycoach Road Reading, MA 01867
Joseph Skahan	Vice President	4 Bonavista Terrace Lynn, MA 01905
Kenneth Slavitt	Vice President	1250 S. Washington St. Alexandria, VA 22314
Philip A. Spokowski	Vice President	31 Barnstable Road Wellesley Hills, MA
Christopher Tierney	Vice President	130 Columbia Avenue Warwick, RI 02888
James Torkelson	Vice President	3660 North Lake Shore Drive, Apt. 1601 Chicago, IL 60613
Keitaro Utsunomiya	Vice President	32 Garrison Street Boston, MA 02116
John Ward	Vice President	15 Park View Avenue Bronxville, NY 10708