

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

FILED
May 11, 1999 8:00 am
Secretary of State

05-11-1999 90046 043 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # P34822

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

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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

21. Principal Place of Business	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

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

81. Name	85. Zip Code
82. Street Address (P.O. Box Number is Not Acceptable)	FL
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	VP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HORTON, CHARLES E JR	1.2 NAME	
STREET ADDRESS	125 SUMMER STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02110	1.4 CITY-ST-ZIP	
TITLE	DSEV <input type="checkbox"/> DELETE	2.1 TITLE	DIR/CO-PRES/CEO <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TOMIOKA, AKIRA	2.2 NAME	
STREET ADDRESS	125 SUMMER STREET	2.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02110	2.4 CITY-ST-ZIP	
TITLE	VPAS <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COLLINS, HALSEY B	3.2 NAME	
STREET ADDRESS	125 SUMMER STREET	3.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA	3.4 CITY-ST-ZIP	
TITLE	DP <input checked="" type="checkbox"/> DELETE	4.1 TITLE	DIR/CO-PRES/CEO <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CHAUSSE, LEO R.	4.2 NAME	DAVID E. HALE
STREET ADDRESS	125 SUMMER STREET	4.3 STREET ADDRESS	125 SUMMER STREET
CITY-ST-ZIP	BOSTON MA 02110	4.4 CITY-ST-ZIP	BOSTON, MA 02110
TITLE	EVPC <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WINSCHER, JAMES F JR	5.2 NAME	
STREET ADDRESS	125 SUMMER ST	5.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02110	5.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BRENNAN, FRANK	6.2 NAME	
STREET ADDRESS	125 SUMMER STREET	6.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA	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, with all other like empowered.

SIGNATURE: Philip A. Spokowski, VP 4/21/99 (617) 573-9000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

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<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Katherine M. McCabe	Vice President	364 Neponset Street Unit F Canton, MA 02021
John F. McCarthy	Vice President	15 Hillcrest Road Medfield, MA 02052
James S. Mason	Vice President	6 Salem Street Avenue Charlestown, MA 02129
Donna L. Meyer	Vice President	42 Longfellow Road Needham, MA 02194
Mary Ellen S. Murphy	Vice President	32 Sanborn Lane Reading, MA 01867
Kenneth B. Newton	Vice President	19D South Commons Lincoln, MA 01773
Paul F. Nolan	Vice President and Controller	27 Ridgewood Lane Melrose, MA 02176
Joan M. Parker	Vice President	Continental Court #6 Woburn, MA 01801
Eric J. M. Plugis	Vice President and Treasurer	4 Benjamin Kidder Lane Bedford, MA 01730
Brian M. Shanahan	Vice President	1603 Nightingale Crt. Lindenhurst, IL 60046
Bruce F. Simkins	Vice President	11 Greycoach Road Reading, MA 01867
Joseph Y. Skahan	Vice President	4 Bonavista Terrace Lynn, MA 01905
Philip A. Spokowski	Vice President	110 Willow Brook Drive Wayland, MA 01778
Keitaro Utsunomiya	Vice President	32 Garrison Street Boston, MA 02116

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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>		
Hiroshi Watanabe	Chairman	425 East 58 th Street Apt. # 44-8 New York, NY 01122
Tetsuo Shimura	Director	425 East 58 th Street 44h New York, NY 01122
David E. Hale	Director	75 Walnut Street Concord, MA 01742
Akira Tomioka	Director	2 Louisburg Square #1 Boston, MA 02108
David A. Meehan	Director	95 Orchard Street Belmont, MA 02178
James F. Winschel, Jr.	Director	11 Cudworth Lane Sudbury, MA 01776
Philip Wexler	Director	1240 Tellem Drive Pacific Palisades, CA 90272
Nobuyuki Hirano	Director	

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OFFICERS

David E. Hale	Co-President and Chief Executive Officer	75 Walnut Street Concord, MA 01742
Akira Tomioka	Co-President and Chief Executive Officer	2 Louisburg Square #1 Boston, MA 02108
James F. Winschel, Jr.	Executive Vice President, Chief Financial Officer	11 Cudworth Lane Sudbury, MA 01776
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 E. Hurst	Senior Vice President	36 Old Middlesex Rd. Belmont, MA 02178
John F. King	Senior Vice President	8 Skyview Drive Walpole, MA 02081
Sachio Kuminori	Senior Vice President	21 Beacon Street #11B Boston, MA 02108
Rory P. 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

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<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
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
Shigeyuki Asakuma	Vice President	10 Brewster Road Wellesley, MA 02181
Eoghan L. Bacon	Vice President	13 Poe Road Billerica, MA 01821
Cheryl A. Behan	Vice President	24 South Street Medford, MA 02155
Frank G. Brennan	Vice President	6 Guardhouse Drive Redding, CT 06896
John D. Buckley, Jr.	Vice President	3 Kastraki Place Chelmsford, MA 01824
Halsey B. Collins	Vice President, and Assistant Secretary	4 Longfellow Place Boston, MA 02114
Robert P. Conlon	Vice President	84 Ferdinand Street Melrose, MA 02176
Christopher J. Cooney	Vice President	37 Huckleberry Road Hopkinton, MA 01748
Mary T. Coughlin	Vice President	12 Michaud Drive Frammingham, MA 01701
Patricia A. Donoghue	Vice President	79 Channing Road Watertown, MA 02172
Cynthia L. Fawcett	Vice President	121 Ball Street Northboro, MA 01532

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<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Matthew D. Ginnetty	Vice President	6 Sunken Meadow Rd. Franklin, MA 02038
Ronald S. Ginochio	Vice President	378 Perkins Street Oakland, CA 94610
Paul M. Goss	Vice President	18 Sea Fox Lane Gloucester, MA 01930
Kathleen M. Hall	Vice President	13 Wakeland Road Dover, MA 02030
Deborah D. Hayes	Vice President	50 Timber Lane Topsfield, MA 01983
Mark A. Helman	Vice President, and Assistant Secretary	27 Edgewood Road Wayland, MA 01778
Charles E. Horton, Jr.	Vice President	3 Scotland Heights N. Reading, MA 01864
Joe P. Hussar	Vice President	288 Weymouth Street Holbrook, MA 02343
James D. Immerman	Vice President	38 Faulkner Hill Road Acton, MA 01720
Elizabeth K. Johnson	Vice President	Denise Lane Hamilton, MA 01982
Lawrence J. Knapp	Vice President	15 Mitchell Drive Foxboro, MA 02035
Ronald R. Koopman	Vice President	11 Brookmill Road Stow, MA 01775
Michael E. Lewicki	Vice President	759 Main Street Boxford, MA 01921
Anne E. Liddell	Vice President	50 Monument Square Charlestown, MA 02129