


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

FILED
May 07 1998 8:00am
Secretary of State

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| PROFIT CORPORATION ANNUAL REPORT 1998 | |  FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS | |
| DOCUMENT # 850079 1. Corporation Name MORGAN GUARANTY TRUST COMPANY OF NEW YORK | | | |
| Principal Place of Business 60 Wall Street 38th Floor New York, NY 10260-0060 U.S. | | Mailing Address 60 Wall Street 38th Floor New York, NY 10260-0060 U.S. | |
| 2. Principal Place of Business 21 Suite Apt. #, etc. 22 City & State 23 Zip Country | | 2a. Mailing Address 26 Suite Apt. #, etc. 27 City & State 28 Zip Country | |
| 3. Name and Address of Current Registered Agent CT Corporation System 1200 South Pine Island Road Plantation, FL 33324 | | 4. FEI Number 13-5123346 Applied For 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 | |
| 7. 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 | | 8. Date Incorporated or Qualified 08/17/1981 | |
| 9. Name and Address of Current Registered Agent CT Corporation System 1200 South 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 FL 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 used if applicable (NOTE: Registered Agent Signature required when reappointing) | | | |
| 12. OFFICERS AND DIRECTORS TITLE NAME STREET ADDRESS CITY-ST-ZIP AS BERRY, JAMES C.P. 60 WALL STREET NEW YORK, NY 10260-0060 CPD WARNER, DOUGLAS A., III 60 WALL STREET NEW YORK, NY 10260-0060 VCD VIERMETZ, KURT F. 60 WALL STREET NEW YORK, NY 10260-0060 VCD PATTERSON, MICHAEL E. 60 WALL STREET NEW YORK, NY 10260-0060 VCD MENDOZA, ROBERTO G. 60 WALL STREET NEW YORK, NY 10260-0060 T COREY, MICHAEL R. 60 WALL STREET NEW YORK, NY 10260-0060 | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 11 TITLE 12 NAME 13 STREET ADDRESS 14 CITY-ST-ZIP 21 TITLE 22 NAME 23 STREET ADDRESS 24 CITY-ST-ZIP 31 TITLE 32 NAME 33 STREET ADDRESS 34 CITY-ST-ZIP 41 TITLE 42 NAME 43 STREET ADDRESS 44 CITY-ST-ZIP 51 TITLE 52 NAME 53 STREET ADDRESS 54 CITY-ST-ZIP 61 TITLE 62 NAME 63 STREET ADDRESS 64 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: James C. Berry James C.P. Berry, Assistant Secretary 4/30/98 (212)

CR2E034 (10/97)

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MORGAN GUARANTY TRUST COMPANY
of New York
BOARD OF DIRECTORS

DIRECTOR

BUSINESS ADDRESS

Paul A. Allaire
Chairman and Chief
Executive Officer

Xerox Corporation
P.O. Box 1600
800 Long Ridge Road
Stamford, CT 06904

Riley P. Bechtel
Chairman and Chief
Executive Officer

Bechtel Group, Inc.
P.O. Box 193965
San Francisco, CA 94119-3965

Lawrence A. Bossidy
Chairman and Chief
Executive Officer

AlliedSignal Inc.
P.O. Box 3000
Morristown, NJ 07962-2245

Martin Feldstein
President and Chief
Executive Officer

National Bureau of Economic
Research, Inc.
1050 Massachusetts Avenue
Cambridge, MA 02138-5398

Ellen V. Futter
President

American Museum of Natural History
Central Park West at 79th Street
New York, NY 10024

Hanna H. Gray
President Emeritus
and Harry Pratt Judson
Distinguished Service
Professor of History

The University of Chicago
Department of History
1126 East 59th Street
Chicago, IL 60637

Walter A. Gubert
Vice Chairman of
the Board

J.P. Morgan & Co. Incorporated
60 Wall Street
New York, NY 10260-0060

James R. Houghton
Retired Chairman of
the Board of Corning
Incorporated

80 E. Market Street
2nd Floor
Corning, NY 14830

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DIRECTOR

BUSINESS ADDRESS

James L. Ketelsen
Retired Chairman
and Chief
Executive Officer

Tenneco Inc., c/o El Paso Energy
P.O. Box 2511
Houston, TX 77252-2511

John A. Krol
Chairman of the Board

E.I. du Pont de Nemours and Company
1007 Market Street
Wilmington, DE 19898

Roberto G. Mendoza
Vice Chairman of
the Board

J.P. Morgan & Co. Incorporated
60 Wall Street
New York, NY 10260-0060

Michael E. Patterson
Vice Chairman of
the Board

J.P. Morgan & Co. Incorporated
60 Wall Street
New York, NY 10260-0060

Lee R. Raymond
Chairman of the Board
and Chief Executive
Officer

Exxon Corporation
5959 Las Colinas Boulevard
Irving, TX 75039-2298

Richard D. Simmons

105 North Washington Street
Suite 202
Alexandria, VA 22314

Kurt F. Viermetz
Retired Vice Chairman

J.P. Morgan & Co. Incorporated
15 Broad Street
New York, NY 10260-0060

Douglas A. Warner III
Chairman of the Board
and President

J.P. Morgan & Co. Incorporated
60 Wall Street
New York, NY 10260-0060

Douglas C. Yearley
Chairman and Chief
Executive Officer

Phelps Dodge Corporation
2600 N. Central Avenue
Phoenix, AZ 85004-3014