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May 12, 1999 8:00 am
Secretary of State

05-12-1999 90010 041 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # 854863

1. Corporation Name
ROTHSCHILD ASSET MANAGEMENT INC.



Principal Place of Business	Mailing Address
1251 AVENUE OF THE AMERICAS 51ST FLOOR NEW YORK NY 10020 US	1251 AVENUE OF THE AMERICAS 51ST FLOOR NEW YORK NY 10020 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	4. FEI Number	Applied For
21	26	12/06/1982	13-2544634	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required	
22	27	<input type="checkbox"/>		
City & State	City & State	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees	
23	28	<input type="checkbox"/>		
Zip	Zip	8. This corporation owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input type="checkbox"/> No	
24	29	30		

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent		
UNITED STATES CORPORATION COMPANY 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301		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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable.

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VST <input type="checkbox"/> DELETE	1.1 TITLE	Sr VST <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAMS, GREGORY O.	1.2 NAME	
STREET ADDRESS	24 CROSSRIDGE CIRCLE	1.3 STREET ADDRESS	
CITY-ST-ZIP	MARLBORO, NJ.	1.4 CITY-ST-ZIP	
TITLE	M <input checked="" type="checkbox"/> DELETE	2.1 TITLE	PLEASE SEE ATTACHED FOR A <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHWARTZ, JOSEPH B.	2.2 NAME	COMPLETE LIST OF OFFICERS
STREET ADDRESS	185 WEST END AVENUE	2.3 STREET ADDRESS	& DIRECTORS
CITY-ST-ZIP	NEW YORK NY	2.4 CITY-ST-ZIP	
TITLE	SRMD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TAVEL, MARK K.	3.2 NAME	
STREET ADDRESS	110 RIVERSIDE DR	3.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY	3.4 CITY-ST-ZIP	
TITLE	CEOD <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHNSON, T. R	4.2 NAME	
STREET ADDRESS	627 THIRD STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	BROOKLYN NY	4.4 CITY-ST-ZIP	
TITLE	SVP <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCLOUGHLIN, DONALD J	5.2 NAME	
STREET ADDRESS	11 TRI-BROOK DRIVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	SOUTH SALEM NY	5.4 CITY-ST-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARDING, JEFFREY J	6.2 NAME	
STREET ADDRESS	265 SOUTH FLORA WAY	6.3 STREET ADDRESS	
CITY-ST-ZIP	GOLDEN CO	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)(l), 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: Gregory O. Williams HRED April 28, 1999 212 403-3500
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

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ROTHSCHILD ASSET MANAGEMENT INC.

1999

Directors

		<u>RESIDENCE ADDRESS</u>
Henderson G. Tuten	Non-Executive Chairman	3212 Coachmans Way Durham, NC 27705
Cheryl G. Gordon		200 East 65th Street New York, NY 10021
T. Radey Johnson		627 Third Street Brooklyn, NY 11215
Kenneth W. Ostrowski		12330 Sperry Road Chesterland, OH 44026
Dorik Rozanski		19 Rutgers Court Westfield, NJ 07090
Mark K. Tavel		110 Riverside Drive New York, NY 10024

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BUSINESS ADDRESS
1251 Avenue of the Americas
New York, New York 10020

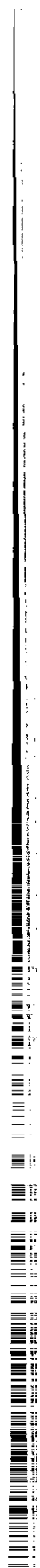
April 15, 1999

ROTHSCHILD ASSET MANAGEMENT INC.

1999

Officers

		<u>RESIDENCE ADDRESS</u>
Cheryl G. Gordon	Chief Executive Officer	200 East 65th Street New York, NY 10021
Mark K. Tavel	Senior Managing Director & Chief Investment Officer ¹⁾	110 Riverside Drive New York, NY 10024
Dorik Rozanski	Senior Managing Director ²⁾	19 Rutgers Court Westfield, NJ 07090
T. Radey Johnson	Senior Managing Director & Chief Equity Officer ¹⁾	627 Third Street Brooklyn, NY 11215
Kimberley F. Carlson	Managing Director	30 River Road New York, NY 10044
Frederick C. MacClure	Managing Director ¹⁾	410 West 53rd Street New York, NY 10019
Donald J. McLoughlin	Managing Director ¹⁾	11 Tri-Brook Drive South Salem, NY 10590
Kenneth W. Ostrowski	Managing Director	12330 Sperry Road Chesterland, OH 44026
Joseph E. Bellantoni	Senior Vice President ²⁾	12 Birch Brook Drive Valhalla, NY 10595
William A. Best	Senior Vice President	84 North Pocono Road Mount Lakes, NJ 07046
Laura J. Klipp	Senior Vice President	44 West 91 st Street New York, NY 10024
Nicole Vitullo	Senior Vice President	3302 Saw Mill Road Newtown Square, PA 19073



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ROTHSCHILD ASSET MANAGEMENT INC.

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Officers (Cont'd)

		<u>RESIDENCE ADDRESS</u>
Gregory O. Williams	Senior Vice President/ Secretary/Treasurer	24 Crossridge Circle Marlboro, NJ 07746
Donald F. Curran	Vice President	45 Perkins Road Greenwich, CT 06831
Jeffrey J. Harding	Vice President	265 South Flora Way Golden, CO 80401
Tina Jones	Vice President	60 West 66th Street New York, NY 10023
Gregory P. Lamb	Vice President	18615 Shaker Boulevard Shaker Heights, OH 44122
Vincent Simeone	Vice President ¹⁾	6 Wyman Court Coram, NY 11727
Mei Tong	Vice President ²⁾	81-61 102nd Road Ozone Park, NY 11416
Augusto T. Blanco	Assistant Vice President	1428 Webster Avenue Bronx, NY 10456
Maura A. Condolff	Assistant Vice President	350 Collins Avenue Fleetwood, NY 10552
Rosemary Mulhall	Assistant Vice President ²⁾	61-69 79th Street Middle Village, NY 11379
Euclyn N. Ogill	Assistant Vice President	384 Orchard Street Englewood, NJ 07631
Judith R. MacDonald	Assistant Secretary	245 West 104th Street New York, NY 10025

1) Five Arrows Division

2) Unrecognized Opportunity Division