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Apr 27 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 # P20845 (4)  
1. Corporation Name  
THE M. W. KELLOGG COMPANY

Principal Place of Business  
601 JEFFERSON AVENUE  
ATTN: TAX DEPARTMENT  
HOUSTON TX 77002-7990  
US

Mailing Address  
601 JEFFERSON AVENUE  
ATTN: TAX DEPARTMENT  
HOUSTON TX 77002-7990  
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 09/12/1988	4. FEI Number 75-2205251	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		

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

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM  
1200 S. PINE ISLAND RD.  
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS	
TITLE	CD
NAME	VAUGHN, DONALD C.
STREET ADDRESS	601 JEFFERSON AVENUE
CITY-ST-ZIP	HOUSTON TX
TITLE	VD
NAME	MCGRAW, DONALD R.
STREET ADDRESS	601 JEFFERSON AVENUE
CITY-ST-ZIP	HOUSTON TX
TITLE	VSD
NAME	GILES, THOMAS E.
STREET ADDRESS	601 JEFFERSON AVENUE
CITY-ST-ZIP	HOUSTON TX
TITLE	VCT
NAME	MARKIEWICZ, RICHARD
STREET ADDRESS	601 JEFFERSON AVE
CITY-ST-ZIP	HOUSTON TX
TITLE	AT
NAME	LANDRY, PAMELA J.
STREET ADDRESS	601 JEFFERSON AVENUE
CITY-ST-ZIP	HOUSTON TX
TITLE	DP
NAME	ALBERT J. STANLEY
STREET ADDRESS	601 JEFFERSON AVE
CITY-ST-ZIP	HOUSTON TX

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	Chairman
1.2 NAME	Albert J. Stanley
1.3 STREET ADDRESS	601 Jefferson Avenue
1.4 CITY-ST-ZIP	Houston, Texas 77002
2.1 TITLE	
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	Vice Chairman - Treasurer
4.2 NAME	Steve R. Pinner
4.3 STREET ADDRESS	601 Jefferson Ave
4.4 CITY-ST-ZIP	Houston, Texas 77002
5.1 TITLE	Assistant Treasurer
5.2 NAME	Weldon M. Ware
5.3 STREET ADDRESS	601 Jefferson Avenue
5.4 CITY-ST-ZIP	Houston Texas 77002
6.1 TITLE	Director / President
6.2 NAME	Peter M. Evans
6.3 STREET ADDRESS	601 Jefferson Avenue
6.4 CITY-ST-ZIP	Houston, Texas 77002

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:

Weldon M. Ware 4/10/98 (713) 753-2000

CR2E034 (10/97)

**OFFICERS AND DIRECTORS  
as of 08 DECEMBER 1997**

**THE M.W. KELLOGG COMPANY**

601 Jefferson Avenue, P.O. Box 4557, Houston, Texas 77210-4557

**DIRECTORS**

P. M. Evans  
D. R. McGraw

T. E. Giles  
A. J. Stanley

**OFFICERS**

Chairman and Chief Executive Officer

Albert J. Stanley

President and Chief Operating Officer

Peter M. Evans

Executive Vice President

Doy F. Cole

Senior Vice President, Legal and Administration,  
and Secretary

Thomas E. Giles

Senior Vice President

Donald R. McGraw

Vice President

Roger N. Aiello

Vice President, World Wide Sales

Kenneth J. Allen

Vice President and Director, LNG Operations

Michael A. Aldag

Vice President, Government Affairs

James H. Andrews

Vice President, Human Resources

David L. Bartlett

Vice President

Jack F. Browder

Vice President, Area Sales, Eastern Hemisphere  
and Middle East

Stephen C. Burrell

Vice President, Area Sales, Latin America

Sergio Caceres

Vice President

D. Keith Dodson

Vice President, US and Canada Sales

Brian G. Evans

Vice President

Anthony R. Evans

Vice President and General Manager, Operations

Nicholas C. Gallinaro

Vice President, Area Sales, Far East

Ronald G. Glash

Vice President

R. Clark Goode, Jr.

Vice President, Assistant Secretary  
and Assistant Treasurer

George H. Juetten

Vice President and Director, Project Management

John A. Menzies

Vice President

Eric L. Moorehead

Vice President

Kaes Verkerk

Vice President-Finance, Treasurer and Controller

Steve R. Pierce

**OFFICER AND DIRECTORS - THE M. W. KELLOGG COMPANY**  
**AS OF 02 FEBRUARY 1998**  
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Vice President and Director, Project Management  
Vice President and Director, Project Management  
Vice President and Director, Engineering  
Vice President and Director, Contract Management  
Vice President  
Vice President  
Vice President and Director, Construction  
and Field Services  
Vice President and Director,  
Technology Management

Assistant Controller  
Assistant Controller  
Assistant Controller

Assistant Secretary  
Assistant Secretary  
Assistant Secretary  
Assistant Secretary  
Assistant Secretary  
Assistant Secretary  
Assistant Secretary

Assistant Treasurer

Patrick F. O'Leary  
Louis J. Pucher  
Michael L. Rich  
John L. Rose  
David R. Smith  
Dr. John Michael Stacey

Donald G. Stokes

Martin J. Van Sickels

Michael R. Rylander  
Raymon P. Spreen  
David D. Wilson

Ronald F. Best  
James King  
Rebecca R. Morris  
Dean R. Quinn  
Edward R. Swift  
J Robert Taylor  
Renee M. Tuttle  
Craig W. Walford

Weldon M. Ware

(Wholly-owned subsidiary of M. W. Kellogg - Delaware Inc.)

**NOTE: Officers and Directors are elected in May of each year.**