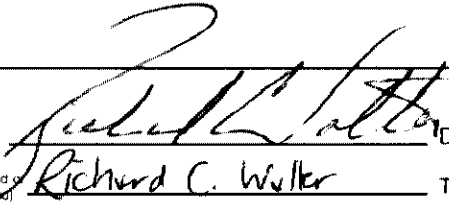


No. C 52370	Annual Report Form 1999 <i>Due No Later Than November 30,</i>		2. Registered Agent and Office NOT A P.O. BOX C T CORPORATION SYSTEM 300 NORTH SIXTH STREET BOISE ID 83701		
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct, If Not Correct SECURITY PACIFIC LEASING COR RICHARD C WALTER 555 CALIFORNIA ST 4TH FLOOR SAN FRANCISCO CA 94104		3. Organized Under the Laws of: DE C 52370		
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one)					
Office held	Name	Street or P.O. Address	City	State	Zip
President, Dir.	Richard V. Harris	555 California St, 4th Fl.	San Francisco	CA	94104
V-P, Controller	Richard C. Walter	555 California St, 4th Fl.	San Francisco	CA	94104
Secretary	Edward J. Stark	730 15th St, NW	Washington	DC	20005
Directors	see attached list				
5. Signature of New Registered Agent		6.			
		Signature	Date		
		Name (Typed or Printed)	Title		
		 Richard C. Walter	7/23/99 SVR Carter		

ISSUED: 07-03-1999

7807

SECURITY PACIFIC LEASING CORP.
555 CALIFORNIA STREET, 4th FLOOR
SAN FRANCISCO, CA 94104

DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Richard V. Harris	Chairman of the Board	555 California Street, 4/F San Francisco, CA 94104
Edward J. Brown III	Director	555 California Street, 40/F San Francisco, CA 94104
K. Thomas Rose	Director	555 California Street, 4/F San Francisco, CA 94104
Gary S. Williams	Director	Transamerica Square 401 N. Tryon Street Charlotte, NC 28255-0001
John H. Shannahan	Director	555 California Street, 41/F San Francisco, CA 94104

PRINCIPAL OFFICERS

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>
Richard V. Harris	President & CEO	555 California Street, 4/F San Francisco, CA 94104
K. Thomas Rose	Managing Director & Chief Operating Officer	555 California Street, 4/F San Francisco, CA 94104
Rodney W. Hurd	Principal & Treasurer	555 California Street, 4/F San Francisco, CA 94104
Richard C. Walter	Senior VP & Controller	555 California Street, 4/F San Francisco, CA 94104
Edward J. Stark	Secretary	Nationsbank DC Main 730 15 th Street, NW Washington, DC 20005-1012
C.L. Xanttopoulos	Principal	555 California Street, 4/F San Francisco, CA 94104