



APPLICATION FOR REGISTRATION OF FOREIGN LIMITED LIABILITY COMPANY

(Instructions on back of application)

FILED

SEP 16 11 40 AM '99

SECRET

1. The name of the limited liability company is: Bank of America Leasing & Capital, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is: _____

3. The jurisdiction under whose laws the limited liability company is organized is Delaware, and the date of its formation was July 29, 1999

4. The name and address of the registered agent in Idaho is: CT Corporation System
300 North 6th Street, Boise, Idaho 83702

5. The address of the limited liability company's office in the jurisdiction under whose laws it is organized is: c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801

6. The address of the limited liability company's principal office, if other than the address in #5 above, is: 555 California St., 6th Fl., San Francisco, CA 94104

7. The address to which correspondence should be addressed is: 555 California St., 6th Fl., San Francisco, Ca 94104

8. Signature of a manager, if any, or a member if there are no managers.
Bank of America, National Association
By Christine Sokitch
Christine Sokitch, Asst. Secretary

Typed or Printed Name
Manager Member

IDAHO SECRETARY OF STATE

Secretary of State use only

09/16/1999 09:00

CK: 139831768 CT: 9298 BH: 250448

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BANC OF AMERICA LEASING & CAPITAL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF SEPTEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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991378294

AUTHENTICATION: 9963735

DATE: 09-10-99

DIRK KEMPTHORNE
GOVERNOR



STATE OF IDAHO
DEPARTMENT OF FINANCE
700 W. STATE STREET, 2ND FLOOR
P. O. BOX 83720
BOISE ID 83720-9031
<http://www2.state.id.us/finance/dof.htm>
June 21, 1999

SEP 16 11 43 AM '99
GAVIN M. GEE
DIRECTOR

SECRET
STATE

Bank of America Corporation
Legal Department
Attn: Scott A. Cammarn
NC1-002-29-01
101 South Tryon Street
Charlotte, NC 28255
Fax number (704) 386-1670

Re Use of "banc" in company name

Dear Mr. Cammarn:

This is in response to your correspondence of February 19, 1999, asking whether Banc of America Investment Services, Inc. may use the word "banc" in its name in Idaho. The company is a direct subsidiary of NationsBank, N.A., a national banking association, and is a wholly owned indirect subsidiary of BankAmerica Corporation. The company engages in securities brokerage and annuity sales, as well as other related activities.

Although we are taking no action to either approve or disapprove of the use of the name BancSource, you should be aware that if there is a regulatory implication.

Idaho Code §26-1202 makes it a felony for any person, other than a national bank; not authorized to operate as a bank under the Idaho Bank Act, to advertise or use as part of its corporate name the word "bank" or "banker" or any other word of similar import. While the Department of Finance does not have the authority to prosecute under this statute, another agency could conceivably do so. The Department is therefore not in a position to specifically approve such use.

It is our belief that the use of the term "banc" under the circumstances you have described is not misleading to the general public. We are therefore recommending to the Director that the Department take a "no action" position on your use of the word "banc".

Please let me know if you have any additional questions on this matter.

Sincerely,

Kelly P. Robison
Bureau Chief, Financial Institutions

KPR/SBM/mc

Banks and S&L's (208) 332-8005
Credit Unions (208) 332-8003
Money Transmitters (208) 332-8003
Supporting Services (208) 332-8001

PHONE: (208) 332-8000
FAX: (208) 332-8098
Director's Fax: (208) 332-8097
Securities Fax: (208) 332-8099

Securities (208) 332-8004
Mortgage Companies (208) 332-8004
Finance Companies (208) 332-8002
Collection Agencies (208) 332-8002

EQUAL OPPORTUNITY EMPLOYER