

No. C 97761	Annual Report Form 1996 <i>Due No Later Than November 30,</i>		2. Registered Agent and Office NOT A P.O. BOX							
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		C T CORPORATION SYSTEM 300 N 6TH ST							
	COMPASS MANAGEMENT AND LEAS 3414 PEACHTREE RD NE STE 852		BOISE ID 83701							
	ATLANTA GA 30326 1162		3. Organized Under the Laws of: DE C 97761							
4. Corporations: Enter Names and 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) <table border="0" style="width:100%"> <tr> <td><u>Office held</u></td> <td><u>Name</u></td> <td><u>Street or P.O. Address</u></td> <td><u>City</u></td> <td><u>State</u></td> <td><u>Zip</u></td> </tr> </table> <p style="font-size: 1.5em; margin-top: 20px;">please see attachments (2)</p>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>					
5. NATURE OF BUSINESS REAL ESTATE AGENCY		6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete. Signature <u><i>Angelo J. Verde</i></u> Date <u>8/9/96</u> Name <small>(Typed or Printed)</small> <u>Angelo J. Verde</u> Title <u>Exec. V.P. & CFO</u>								

ISSUED: 07-06-1996

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COMPASS MANAGEMENT & LEASING, INC.

Exhibit I

<u>Name and Title</u>	<u>Residence</u>	<u>Social Security #</u>	<u>Percent of Stock Owned</u>
Gary R. Sligar Chairman of the Board/ CEO	3233 Andrews Court Atlanta, GA 30305	[REDACTED]	0
Timothy J. Donley Chief Operating Officer	6818 Grand Avenue Downers Grove, IL 60516	[REDACTED]	0
Bruce W. Ficke President	6115 Rivershore Pkwy NW Atlanta, GA 30328	[REDACTED]	0
Kenan Manson, III Executive Vice President/ National Operations	4615 Woodland Brook Atlanta, GA 30339	[REDACTED]	0
Angelo J. Verde Executive Vice President/ Chief Financial Officer	6790 Lisa Lane Dunwoody, GA 30338	[REDACTED]	0
Peter D. Devers Vice President and Assistant Secretary	17 Stuyvesant Oval New York, NY 10009	[REDACTED]	0
Frank D. Papalia Vice President and Assistant Secretary	22 Brescott Avenue White Plains, NY 10606	[REDACTED]	0
Douglas L. Brown Secretary	4309 Creek Brook Dr. Norcross, GA 30092	[REDACTED]	0
M. Jean Cullom Vice President/ Controller	1405 Twin Bridge Lane Lawrenceville, GA 30243	[REDACTED]	0

COMPASS MANAGEMENT & LEASING, INC.

Exhibit II

Directory

<u>Name and Title</u>	<u>Residence Address</u>	<u>Business Address</u>	<u>Date of Taking Office</u>
Gary R. Sligar Chairman of the Board/ CEO	3233 Andrews Ct. Atlanta, GA 30305	3414 Peachtree Rd. Atlanta, GA 30326	12/20/91
Douglas A. Tibbets	3671 Northside Dr. N.W. Atlanta, GA 30305	1150 Lake Hearn Dr. Atlanta, GA 30342	12/20/91
George A. Williams	3515 Newport Bay Dr. Alpharetta, GA 30202	1150 Lake Hearn Dr. Atlanta, GA 30342	12/05/94