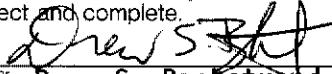


INSTRUCTIONS ON REVERSE SIDE

ISSUED: 07-05-1994

No. 54970	<b>Idaho Corporation Annual Report Form</b> Due No Later Than November 1, 1994	2. Registered Agent and Office <b>NOT A POWER</b>																								
Return To <b>Secretary of State</b> <b>Room 203, Statehouse</b> <b>P.O. BOX 83720</b> <b>Boise, ID 83720-0080</b> * FIRST NOTICE * NO FEE REQUIRED	1. Mailing Address — <b>General Counsel &amp; Co. Counsel</b> <b>GREEN TREE FINANCIAL CORPORATION</b> <b>LEGAL DEPARTMENT</b> <b>300 LANDMARK TOWER</b> <b>345 ST. PETER</b> <b>ST. PAUL MN 55102</b>	<b>C. T. CORPORATION SYSTEM</b> <b>300 NORTH SIXTH STREET</b> <b>BOISE ID 83701</b> 3. Incorporated Under The Laws of <b>MN</b> <b>NO: 54970</b>																								
4. Names and Addresses of Officers and Directors <b>MUST BE PRINTED OR TYPED</b> <table border="1"> <thead> <tr> <th></th> <th>Name</th> <th>Street or P.O. Address</th> <th>City</th> <th>State</th> <th>Zip</th> </tr> </thead> <tbody> <tr> <td>President:</td> <td>Robert D. Potts</td> <td>1100 Landmark Towers, 345 St. Peter St.,</td> <td>St. Paul,</td> <td>MN</td> <td>55102</td> </tr> <tr> <td>Secretary:</td> <td>Richard G. Evans</td> <td>"</td> <td>"</td> <td>"</td> <td>"</td> </tr> <tr> <td>Directors:</td> <td colspan="5">See Exhibit A for list of Officers See Exhibit B for list of Directors</td> </tr> </tbody> </table>				Name	Street or P.O. Address	City	State	Zip	President:	Robert D. Potts	1100 Landmark Towers, 345 St. Peter St.,	St. Paul,	MN	55102	Secretary:	Richard G. Evans	"	"	"	"	Directors:	See Exhibit A for list of Officers See Exhibit B for list of Directors				
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Secretary:	Richard G. Evans	"	"	"	"																					
Directors:	See Exhibit A for list of Officers See Exhibit B for list of Directors																									
5. Nature of Business <b>Sales Finance</b> <b>Company</b>	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  Name (Typed or Printed) <b>Drew S. Backstrand</b> Date _____ Title <b>V.P. &amp; Gen. Counsel</b>																									

**GREEN TREE FINANCIAL CORPORATION****OFFICERS**

<b><u>NAME</u></b>	<b><u>TITLE</u></b>	<b><u>RESIDENCE</u></b>
LAWRENCE M. COSS	Chairman and Chief Executive Officer	273 Salem Church Road Sunfish Lake, MN 55118
ROBERT D. POTTS	President and Chief Operating Officer	12510 Huntingdon Lane Minnetonka, MN 55343
JOHN W. BRINK	Executive Vice President, Treasurer and Chief Financial Officer	14600 Rocksborough Road Minnetonka, MN 55343
RICHARD G. EVANS	Executive Vice President and Secretary	5521 Dever Drive Edina, MN 55424
ROBERT A. HEGSTROM	Executive Vice President	27820 Island View Road Shorewood, MN 55331
GREGORY D. APLIN	Senior Vice President	14825 Blakeney Road Eden Prairie, MN 55347
GREGORY A. BOYLE	Senior Vice President	1698 Dodd Road Mendota Heights, MN 55118
LYLE D. ZELLER	Senior Vice President, Strategic Planning and Operations	12699 Durham Way Apple Valley, MN 55124
DREW S. BACKSTRAND	Vice President and General Counsel	Two Crocus Hill Saint Paul, MN 55102
DANIEL J. BIALON	Vice President	2501 Buckhorn Run Drive Valrico, FL 33594
JACK F. BRANDOM	Vice President	14495 Boulder Point Road Eden Prairie, MN 55344
BARBARA J. DIDRIKSON	Vice President, Human Resources	7170 Emerald Lane Eden Prairie, MN 55346
ROBLEY D. EVANS	Vice President and Controller	716 Evergreen Knolls Mendota Heights, MN 55118
SUSAN J. HESSE	Vice President, Business Systems	5 Blue Crane Lane North Oaks, MN 55127

<u>NAME</u>	<u>TITLE</u>	<u>RESIDENCE</u>
JAMES A. IMSDAHL	Vice President, Loan Servicing	5343 Berry Lane White Bear Lake, MN 55110
JILL M. LAMERE	Vice President	24 Rustic Lodge Avenue, E. Minneapolis, MN 55409
RONALD G. PEACE	Vice President	11340 Albavar Path Inver Grove Heights, MN 55075
BRENT H. PETERSON	Vice President	16071 Huron Path Lakeville, MN 55044
TEDDY L. WHITE	Vice President	7305 Decoy Court Plano, TX 75025
TIMOTHY J. BAUER	Vice President	63 Gray Owl Court St. Charles, MO 63303
CAROLYN A. BROWNLEY	Vice President	949 Maxwell Drive East Grand Rapids, MI 49506
THOMAS E. HERRMAN	Vice President	946 North 59th Street Mesa, AZ 85205
WILLIAM M. JONES	Vice President	413 Meadow Creek Drive Mansfield, TX 76063
HUGH M. JORDAN	Vice President	413 St. Dunston Court Tallahassee, FL 32312
THOMAS A. MARCHETTI	Vice President	1505 Rock Creek Drive, #198 Sioux Falls, SD 57103
LARRY E. PEACOCK	Vice President	12325 Lake Sherwood North Baton Rouge, LA 70816
K. WAYNE SELKIRK	Vice President	3869 Wallahatchee Road Pike Road, AL 36064
H. JERRY UNDERDAHL	Vice President	Route 1, Box 17 Cannon Falls, MN 55009
IRA P. USRY, JR.	Vice President	5931 Lakeshore Drive Columbia, SC 29206
GREGORY L. GIESEN	Assistant Vice President and Assistant Controller	13645 Valley Creek Trail So. Afton, MN 55001
THOMAS P. HARLANDER	Assistant Vice President, Insurance	5722 Pond Drive Shoreview, MN 55126

**NAME****TITLE****ADDRESS****PATRICIA R. MUNDAHL****Assistant Vice President,  
Business Systems****10612 Chestridge Drive  
Minnetonka, MN 55343****KAREN J. BOND****Assistant Corporate Secretary****212 East Kenwood Drive  
Saint Paul, MN 55117**

**GREEN TREE FINANCIAL CORPORATION**

**DIRECTORS**

<b><u>NAME</u></b>	<b><u>TITLE</u></b>	<b><u>ADDRESS</u></b>
LAWRENCE M. COSS	Chairman	Chief Executive Officer Green Tree Financial Corporation 1100 Landmark Towers Saint Paul, MN 55102
RICHARD G. EVANS	Director	Executive Vice President and Secretary Green Tree Financial Corporation 1100 Landmark Towers Saint Paul, MN 55102
W. MAX MCGEE	Director	Partner Marno-Max Co. P.O. Box 1556 Burnsville, MN 55437
TANIA A. MODIC	Director	Principal Western Investments Company P.O. Box 7592 Incline Village, Nevada 89450
ROBERT S. NICKOLOFF	Director	Chairman of the Board Medical Innovation Capital, Inc. 9900 Bren Road East Suite 421 Minnetonka, MN 55343
ROBERT D. POTTS	Director	President and Chief Operating Officer Green Tree Financial Corporation 1100 Landmark Towers Saint Paul, MN 55102