

No. C 79042	Annual Report Form Due No Later Than November 30, 1997	2. Registered Agent and Office NOT A P.O. BOX C T CORPORATION SYSTEM 300 NORTH 6TH STREET BOISE ID 83701			
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED	1. Mailing Address - Please Correct, If Not Correct SANCBOSTON LEASING, INC. C T CORPORATION SYSTEM 2 OLIVER STREET BOSTON MA 02109	3. Organized Under the Laws of: MA C 79042			
* FIRST NOTICE *					
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)					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
President	James D. Westley	100 Federal St.	Boston	MA	02110
Secretary	Terence A. McGinnis	100 Federal St.	Boston	MA	02110
Director	Edward P. Collins	100 Federal St.	Boston	MA	02110
Dir.	James D. Westley	100 Federal St.	Boston	MA	02110
Dir.	Patrick T. Kelly	100 Federal St.	Boston	MA	02110
Dir.	Paul F. Hogan	100 Federal St.	Boston	MA	02110
5. Nature of Business Leasing Tangible Equipment		6. Signature <u>James D. Westley</u> Date <u>7/24/97</u> Name (Typed or Printed) _____ Title _____			

ISSUED: 07-04-1997

↓ DO NOT TAPE OR STAPLE ↓

114

BANCBOSTON LEASING INC.**VOTES REGARDING APPOINTMENT OF OFFICERS**

Mr. Westley then proposed a list of individuals to serve as corporate officers during the coming year.

After a brief discussion, upon motion duly made and seconded, it was unanimously

VOTED: That the following persons be and are hereby elected to the offices set forth opposite their names, to serve until the first annual meeting of the Board of Directors following the 1997 Annual Meeting of the Stockholders and until their successors are chosen and qualify, unless they sooner resign, retire, die, become disqualified or are removed:

James D. Westley	Chairman - Board of Directors and President
Edward P. Collins	Executive Vice President
William D. Oberg	Executive Vice President
Patrick T. Kelly	Executive Vice President
Joseph F. Golinski	Senior Vice President and Treasurer
James D. Tighe	Senior Vice President and Assistant Clerk
John J. Evans	Senior Vice President
Daryl K. Smith	Senior Vice President
Terence A. McGinnis	Vice President, Counsel and Clerk
Gregory R. Burke	Vice President and Assistant Treasurer
C. Brooks Hoffman	Vice President and Assistant Treasurer
Robert W. Algier	Vice President
Joseph A. Anello	Vice President
Michael J. Bushey	Vice President
Thomas R. Coveney	Vice President
William L. Downes	Vice President
Emily R. Hipona	Vice President

**Gregory E. Larrick
Edward T. Leech
Phillip E. Murphy
Thomas M. O'Hear
Frank Phennicie
Mark G. Sexton
William S. Barrett**

**Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Assistant Vice President,
Assistant Counsel and
Assistant Clerk**

**Larry Joe Boles
Linda J. Crothers
Paula E. DeLawter
Richard P. Dowd
Joseph F. Durkin
Kendel D. Dreyer
William C. Garlington
Karen L. Gierhart
Brenda J. Gibbons
Deborah A. Harris
Geraldyn M. Kaiser
Timothy E. Kehoe
Jeanette M. Knoblock
Karen A. Lai-Fook
Stephen F. McCarthy
Angela S. Petrone
Peter D. Rich
Susan K. Sintros
Robert C. Varney
Annemarie L. Warren
Philip W. Washburn
Virgil K. Wheeler III
Stephen J. Williams
Michael W. Wright
Susan M. Tillinghast**

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