

FILE NOW: FILING FEE AFTER MAY 1ST IS \$500.00

FILED
Apr 02 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 853737 (5)

1. Corporation Name
FOOTHILL CAPITAL CORPORATION



Principal Place of Business 11111 SANTA MONICA BLVD. STE 1500 LOS ANGELES CA 90025	Mailing Address 11111 SANTA MONICA BLVD. STE 1500 LOS ANGELES CA 90025
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29 30

3. Date incorporated or Qualified 08/12/1982	
4. FEI Number 95-2689288	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (Signature, typed or printed name of registered agent and title if applicable) (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D <input type="checkbox"/> DELETE
NAME	NICKOLL, JOHN F
STREET ADDRESS	11111 SANTA MONICA BLVD.
CITY-ST-ZIP	LOS ANGELES, CA 00000
TITLE	VD <input type="checkbox"/> DELETE
NAME	HILTON, DAVID C.
STREET ADDRESS	11111 SANTA MONICA BLVD.
CITY-ST-ZIP	LOS ANGELES CA
TITLE	VS <input type="checkbox"/> DELETE
NAME	GARY, KEVIN D
STREET ADDRESS	1111 SANTA MONICA BLVD #1500
CITY-ST-ZIP	LOS ANGELES CA
TITLE	PD <input type="checkbox"/> DELETE
NAME	SCHWAB, PETER E.
STREET ADDRESS	11111 SANTA MONICA BLVD.
CITY-ST-ZIP	LOS ANGELES CA
TITLE	VT <input type="checkbox"/> DELETE
NAME	DAHL, KENT
STREET ADDRESS	11111 SANTA MONICA BLVD
CITY-ST-ZIP	LOS ANGELES CA
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

K. Dahl Sr. Vice Pres. 3/20/98 (310) 996-7007

CR2E034 (10/97)