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Mar 22, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **853737**

1. Corporation Name
FOOTHILL CAPITAL CORPORATION



DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified: **08/12/1982**
 4. FEI Number: **95-2689288**
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-30) fields with sub-headers for Suite, City, State, Zip, and Country.

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 (81-85) fields for Name, Street Address, City, and 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: _____ DATE: _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

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, with all other like empowered.

SIGNATURE: *Kent Dahl* **SIGNATURE REQUIRED** 3/16/99 310-9967000
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

FORM 1100 (1/99)