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1-2

**PROFIT CORPORATION
ANNUAL REPORT
1996**



FLORIDA DEPARTMENT OF STATE
Sandra B. Macham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 819051

(4)

1. Corporation Name

BLC CORPORATION



Principal Place of Business

**989 E HILLSIDE BLVD
300
FOSTER CITY CA 94404
US**

Mailing Address

**989 E HILLSIDE BLVD
300
FOSTER CITY CA 94404
US**

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24 25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

9. Name and Address of Current Registered Agent

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

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1503, 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. Thereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature of Corporation Officer or Director

Signature of Agent Registered with the Corporation

DATE

12. OFFICERS AND DIRECTORS

TITLE	PTD	[] DELETE
NAME	SILVER, WILLIAM R	
STREET ADDRESS	2655 CAMPUS DR. STE 200	
CITY-STATE-ZIP	SAN MATEO, CA 00000	
TITLE	V	[] DELETE
NAME	SEWALL, WILLIAM D.	
STREET ADDRESS	2655 CAMPUS DR. STE 200	
CITY-STATE-ZIP	SAN MATEO CA	
TITLE	VD	[] DELETE
NAME	BROWNE, E P	
STREET ADDRESS	2655 CAMPUS DR. STE 200	
CITY-STATE-ZIP	SAN MATEO, CA 00000	
TITLE	V	[] DELETE
NAME	UYEDA, KEN T	
STREET ADDRESS	2655 CAMPUS DR SUITE 200	
CITY-STATE-ZIP	SAN MATEO CA	
TITLE	D	[X] DELETE
NAME	O'SHEA, THOMAS	
STREET ADDRESS	450 MAMARONECK DRIVE	
CITY-STATE-ZIP	HARRISON, NY.	
TITLE	SVP	[] DELETE
NAME	CUNNINGHAM	
STREET ADDRESS	2655 CAMPUS DRIVE	
CITY-STATE-ZIP	SAN MATEO CA	

13.

11 TITLE	[X] Change [] Addition
12 NAME	
13 STREET ADDRESS	450 MAMARONECK DRIVE
14 CITY-STATE-ZIP	HARRISON, NY 10528
21 TITLE	[X] Change [] Addition
22 NAME	
23 STREET ADDRESS	989 EAST HILLSDALE BLVD
24 CITY-STATE-ZIP	FOSTER CITY, CA 94404
31 TITLE	[X] Change [] Addition
32 NAME	
33 STREET ADDRESS	989 EAST HILLSDALE BLVD
34 CITY-STATE-ZIP	FOSTER CITY, CA 94404
41 TITLE	[X] Change [] Addition
42 NAME	
43 STREET ADDRESS	989 EAST HILLSDALE BLVD
44 CITY-STATE-ZIP	FOSTER CITY, CA 94404
51 TITLE	[] Change [X] Addition
52 NAME	CURT A. SCHULTZ
53 STREET ADDRESS	989 EAST HILLSDALE BLVD
54 CITY-STATE-ZIP	FOSTER CITY, CA 94404
61 TITLE	[X] Change [] Addition
62 NAME	ROBERT F. CUNNINGHAM
63 STREET ADDRESS	989 EAST HILLSDALE BLVD
64 CITY-STATE-ZIP	FOSTER CITY, CA 94404

14. I do hereby certify that the information supplied with this form is voluntarily furnished and does not qualify for the exemption stated in Section 19.07(3)(b), 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 person or trustee in power 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.

SIGNATURE:

[Signature]

DRUM O'CONNOR

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

JUST V.P. - TAX

4/22/96

415/571-8210

CR2E034 (12/95)

OFFICERS AND DIRECTORS

CITICORP BANKERS LEASING AND SUBSIDIARIES

Elected 1/1/95

<u>Title</u>	<u>Name</u>	<u>Business Address</u>
President, Treasurer & Director	William R. Silver 555-70-7756	450 Mamaroneck Drive Harrison, NY 10528
Executive Vice President & Director	Robert F. Cunningham 011-42-9775	989 E. Hillsdale Blvd. Foster City, CA 94404
Sr. Vice President Assistant Secretary & Director	Edmond P. Browne 567-50-5198	989 E. Hillsdale Blvd. Foster City, CA 94404
Sr. Vice President Services, Asst. Secretary & Director	William D. Sewall 022-36-8003	989 E. Hillsdale Blvd. Foster City, CA 94404
Senior Vice President Finance, Asst. Secretary & Director	Ken T. Uyeda 545-58-4022	989 E. Hillsdale Blvd. Foster City, CA 94404
Senior Vice President & Secretary	Curt A. Schultz 346-40-6438	989 E. Hillsdale Blvd. Foster City, CA 94404
Senior Vice President	Roger J. Miller	450 Mamaroneck Drive Harrison, NY 10528
Vice President - Lease Administration	Robert B. Spratt 560-70-7146	989 E. Hillsdale Blvd. Foster City, CA 94404
Vice President & Assistant Secretary	Debra Argenbright 373-66-4232	989 E. Hillsdale Blvd. Foster City, CA 94404
Vice President	Theresa Brandi	641 Lexington Avenue New York, NY 10043
Assistant Vice President Tax	Brian O'Connor 224-70-0494	989 E. Hillsdale Blvd. Foster City, CA 94404

Includes the following subsidiary companies: CBL Capital Corporation; Bankers Leasing Corporation and its wholly owned subsidiaries (Commonwealth Control, Inc.; The Commonwealth Plan, Inc.; The Commonwealth System, Inc. BLC Corporation; Commetro Leasing, Inc; Financial Leasing Corporation; New England Equipment Finance Corporation; The Pacific Plan, Inc.; and the Worcester Plan, Inc.)