

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

**FILED**  
**May 17, 1999 8:00 am**  
**Secretary of State**

05-17-1999 90027 028 \*\*\*150.00

PROFIT CORPORATION  
 ANNUAL REPORT  
**1999**



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

DOCUMENT # **820226** ✓  
 1. Corporation Name  
**Textron Financial corporation**

553461 - 90027 - 28

Principal Place of Business Mailing Address  
**40 Westminster street Providence RI 02903**      **40 Westminster street Providence RI 02903**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		4. FEI Number		Applied For	
21		26		05-6008768		Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required	
22		27		6. Election Campaign Financing Trust Fund Contribution		<input type="checkbox"/> \$5.00 May Be Added to Fees	
City & State		City & State		8. This corporation owes the current year Intangible Personal Property Tax.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
23		28		29		30	
Zip Country		Zip Country		02903 USA		USA	
24		25		29		30	

3. Date Incorporated or Qualified  
**2/9/67**

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
The Prentice Hall corporation Systems Inc. 1201 Hays Street Tallahassee, FL 32301				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				FL			

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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	Davis, Stephen J.	1.2 NAME	Arditte, Edward C.
STREET ADDRESS	600 Anton Blvd.	1.3 STREET ADDRESS	40 Westminster street
CITY-ST-ZIP	COSTA MESA, CA 92628-5011	1.4 CITY-ST-ZIP	Providence, RI 02903
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	Handyman, James F.	2.2 NAME	Handyman, James F.
STREET ADDRESS	40 Westminster street	2.3 STREET ADDRESS	40 Westminster street
CITY-ST-ZIP	Providence RI 02903	2.4 CITY-ST-ZIP	Providence RI 02903
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SVP Cullen, Thomas J.	3.2 NAME	SVP Humphrey, O. Lewis
STREET ADDRESS	40 Westminster street	3.3 STREET ADDRESS	40 Westminster street
CITY-ST-ZIP	Providence, RI 02940	3.4 CITY-ST-ZIP	Providence, RI 02903
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	VP Smith, Kathleen A.	4.2 NAME	SVP Mitterling, Richard H.
STREET ADDRESS	40 Westminster street	4.3 STREET ADDRESS	40 Westminster street
CITY-ST-ZIP	Providence, RI 02903	4.4 CITY-ST-ZIP	Providence, RI 02903
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	PD Giliotti, Stephen A.	5.2 NAME	VP Henderson, Donald C.
STREET ADDRESS	40 Westminster street	5.3 STREET ADDRESS	40 Westminster street
CITY-ST-ZIP	Providence, RI 02903	5.4 CITY-ST-ZIP	Providence, RI 02903
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SVP Perkins, Elizabeth C.	6.2 NAME	SVP McCullough, Dan. R.
STREET ADDRESS	40 Westminster street	6.3 STREET ADDRESS	40 Westminster street
CITY-ST-ZIP	Providence, RI 02903	6.4 CITY-ST-ZIP	Providence, RI 02903

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: Kathleen A. Smith      **Kathleen A. Smith**      Date: **4/22/99**      Daytime Phone #: **(401) 621-4426**

CR2E034 (11/98)

## Directors, Officers Report

### Textron Financial Corporation

Thursday, April 08, 1999

53461-90027-28

820220

#### DIRECTORS

**Edward C. Arditte** Director  
Primary Address: 24 South Meadow Lane  
Barrington, RI 02806

**Stephen A. Giliotti** Director  
Primary Address: 65 Bow Street  
East Greenwich, RI 02818

**Herbert L. Henkel** Director  
Primary Address: None given

**James F. Hardyman** Director  
Primary Address: 8 Lighthouse Lane  
Barrington, RI 02806

**Lewis B. Campbell** Director  
Primary Address: 50 Shanning Avenue  
Providence, RI 02906

**Wayne W. Juchatz** Director  
Primary Address: 15 Courageous Circle  
Bristol, RI 02809-1007

**Stephen L. Key** Director  
Primary Address: 44 Stimson Avenue  
Providence, RI 02906

#### OFFICERS

**Stephen A. Giliotti** President  
Primary Address: 65 Bow Street  
East Greenwich, RI 02818

**Buell J. Carter** Senior Vice President - Operations  
Primary Address: 320 Rossiter Ridge  
Alpharetta, GA 30202

**Andrew M. Chester** Senior Vice President - Human Resources  
Primary Address: 47 Berndt Drive  
Attleboro, MA 02703

**Thomas J. Cullen** Senior Vice President and Chief Financial Officer  
Primary Address: 99B Nipmuc Trail  
North Providence, RI 02904

**O. Lewis Humphrey** Senior Vice President and Chief Credit Officer  
Primary Address: 20 Chantilly Drive  
Barrington, RI 02806

Textron Financial Corporation

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<b>Dan R. McCullough</b> Primary Address:	36 Horizon Drive Sauderstown, RI 02874	<b>Senior Vice President, Operations and International</b>  55 3461-90027-28 820224
<b>Richard H. Mitterling</b> Primary Address:	7 Old Oak Drive Simsbury, CT 06070	<b>Senior Vice President - Operations</b>
<b>Elizabeth C. Perkins</b> Primary Address:	P.O. Box 2503 Providence, RI 02906	<b>Senior Vice President, General Counsel and Secretary</b>
<b>David A. Raspallo</b> Primary Address:	57 Whispering Pines Drive Cranston, RI 02921	<b>Senior Vice President - Information Systems</b>
<b>Joseph L. Bronk</b> Primary Address:	1065 Longwood Drive Woodstock, GA 30189	<b>Vice President - Group Investment Control</b>
<b>Angelo M. Butera</b> Primary Address:	205 Holly Hills Lane Sauderstown, RI 02874	<b>Vice President - Group Investment Control</b>
<b>Robert C. DiBerardino</b> Primary Address:	1189 Ponte Vedra Blvd. Ponte Vedra, Florida 32082	<b>Vice President - National Marketing Manager, Asset Control Services</b>
<b>Barry L. Elfstrom</b> Primary Address:	24 Eden Court North Kingstown, RI 02852	<b>Vice President and Controller</b>
<b>Frank R. Ficca</b> Primary Address:	750 Burgundy Circle Gulp Mills, PA 19406	<b>Vice President - Capital Markets</b>
<b>Edward A. Foehl</b> Primary Address:	3604 SE 177th Avenue Vancouver, WA 98683	<b>Vice President-Division Manager, Systran Finance Division</b>
<b>Donald C. Henderson</b> Primary Address:	187 Crest Field Lane North Kingstown, RI 02852	<b>Vice President - Group Investment Control</b>
<b>H. Reed Howard</b> Division Primary Address:	977 Brickleberry Lane Marietta, GA 30062	<b>Vice President - National Marketing Manager, Commercial Finance</b>
<b>Peter N. James</b> Primary Address:	50 Park Row West #816 Providence, RI 02903	<b>Vice President - National Marketing Manager, Vendor Finance Division</b>
<b>John K. King</b> Primary Address:	10540 Grouse Circle NW Coon Rapids, MN 55433	<b>Vice President - National Marketing Manager, Floorplan Finance Division</b>

Textron Financial Corporation

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<b>Pamela A. Lenamon</b> Primary Address:	3105 Western Club Way Arlington, TX 76017	<b>Vice President - Investment Control, Aerospace Finance Division</b> 553461-90027-28 820224
<b>Brian F. Lynn</b> Primary Address:	130 Howard Street Easton, MA 02375	<b>Vice President - Division Manager, Vendor Finance Division</b>
<b>Donna M. McGowan</b> Primary Address:	55 Americo Drive Warwick, RI 02889	<b>Vice President - Director of Insurance</b>
<b>Charles T. McGuire</b> Primary Address:	313 Chapelwood Drive Bedford, TX 76021	<b>Vice President - Division Manager, Aerospace Finance Division</b>
<b>Nicholas L. Mecca</b> Primary Address:	16 Pheasant Run Burlington, CT 06013	<b>Vice President - Division Manager, Resort Receivables Division</b>
<b>Ramon J. Munoz</b> Primary Address:	8 Stratford Hall Place Rosewood Plantation Atlanta, GA 30342	<b>Vice President - Division Manager, Golf Course Finance Division</b>
<b>Eric Salander</b> Primary Address:	Four Elton Road Barrington, RI 02806	<b>Vice President - Strategic Planning</b>
<b>R. Rodney Weaver</b> Primary Address:	35 Presidential Drive Southborough, MA 01772	<b>Vice President - Division Manager, Structured Finance Division</b>
<b>Guy A. Whiteman</b> Primary Address:	10 Signal Rock Drive North Kingstown, RI 02852	<b>Vice President-Division Manager, Asset Control Services</b>
<b>Darrel E. Wild</b> Primary Address:	8633 Edinbrook Crossing Apt. 251 Brooklyn Park, MN 55443	<b>Vice President - Investment Control, Floorplan Finance Division</b>
<b>David Wisen</b> Primary Address:	523 Wayland Avenue Providence, RI 02906	<b>Vice President and Treasurer</b>
<b>Marc C. Burch</b> Primary Address:	3582 Chelsea Crescent NE Atlanta, GA 30319	<b>Vice President - Division Manager, Asset Based Lending Division</b>
<b>William J. Clegg</b> Primary Address:	626 Ives Road East Greenwich, RI 02818	<b>Vice President, Assistant General Counsel and Assistant Secretary</b>
<b>Katherine C. Marien</b>		<b>Vice President - Division Manager, Small Business Finance Division</b>

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553461-90027-28  
820224

Primary Address: 40 Westminster Street  
Providence, RI 02903

**Ronald W. Oake** Vice President - Division Manager, Floorplan Finance Division  
Primary Address: 15775 25th Place N.  
Plymouth, MN 55447

**John M. Parrott** Vice President - Investment Control, Asset Based Lending Division  
Primary Address: 2138 Lamplight Drive  
Marietta, GA 30062

**David J. Retallick** Vice President - National Marketing Manger, Systran Finance Division  
Primary Address: 33 Collins Mill Road  
RD #5  
Chester Springs, PA 19425

**Sharon E. Selk** Vice President, Assistant General Counsel and Assistant Secretary  
Primary Address: 3475 Oak Valley Road #1510  
Atlanta, GA 30326

**Kathleen A. Smith** Vice President - Tax  
Primary Address: 200 Cannon Street  
Unit 152  
Cranston, RI 02920

**David F. Brede** Assistant Vice President - Operations Manager, Resort Receivables  
Division  
Primary Address: 10 Wightman Place  
Cromwell, CT 06416

**Michael R. Chinnock** Assistant Vice President - National Accounts Manager, Floorplan Finance  
Division  
Primary Address: 6 Paseo Acebo  
Rancho Santa Margarita, CA 92688

**Joyce A. Joseph** Assistant Vice President - Strategic Planning  
Primary Address: 56 Samoset Avenue  
Providence, RI 02908

**Gary R. Kamrath** Assistant Vice President - National Marketing Manager, Floorplan Finance  
Division  
Primary Address: 7050 River Shore Lane  
Champlin, MN 55316

**Marc W. Kleinhans** Assistant Vice President - Aviation Services Manager, Aerospace Finance  
Division  
Primary Address: 2021 Oak Creek Court  
Garland, TX 75040

**Jule J. Kreyling** Assistant Vice President - Zone Sales Manager, Commercial Finance  
Division  
Primary Address: 3522 Tree View Drive  
Snellville, GA 30278

**Frank J. Lally** Assistant Vice President - Systems and Controls

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82022e

- Primary Address: 11 Riverview Drive  
North Providence, RI 02904
- Jane M. Lavoie** Assistant Vice President - Investment Control, Capital Investments Division  
Primary Address: 50 Fosdyke Street  
Providence, RI 02906
- Philip J. Leeds** Assistant Vice President - Corporate Investment Control  
Primary Address: 45 Sturbridge Drive  
Warwick, RI 02886
- Charles F. Locurto** Assistant Vice President - Information Systems  
Primary Address: 36 Holiday Drive  
Lincoln, RI 02865
- Daniel W. Lusk** Assistant Vice President - Sales, Floorplan Finance Division  
Primary Address: 11601 Virginia Avenue  
North Champlin, MN 55316
- Brian M. Mumaw** Assistant Vice President - National Accounts Manager, Commercial Finance  
Manager  
Primary Address: 312 Crabapple Springs Way  
Woodstock, GA 30188
- Patricia L. Norton** Assistant Vice President - Operations, Golf Course Finance Division  
Primary Address: 3806 Woodruf Court  
Woodstock, GA 30188
- Michael A. Togli** Assistant Vice President - Zone Sales Manager, Commercial Finance  
Division  
Primary Address: None given
- Timothy O. Underwood** Assistant Vice President - Investment Control, Commercial Finance  
Division  
Primary Address: 1369 Drayton Woods Drive  
Tucker, GA 30084
- David E. Wilder** Assistant Vice President - Information Systems  
Primary Address: 50 Temple Drive  
East Providence, RI 02915
- Bobbie Jean Williams** Assistant Vice President - Corporate Investment Control  
Primary Address: 4055 Pineset Drive  
Alpharetta, GA 30005
- Charles J. Greenisen** Division Counsel and Assistant Secretary, Golf Course Financial Division  
Primary Address: 4922 Heatherdale Lane  
Atlanta, GA 30360
- Margaret R. Hayes-Cote** Division Counsel and Assistant Secretary, Resort Receivables Division  
Primary Address: 5 Scenic Drive  
Warwick, RI 02886
- Thomas H. Kaiser** Division Counsel and Assistant Secretary, Commercial Finance Division  
Primary Address: 1811 Jacksons Creek Drive  
Marietta, GA 30068

Textron Financial Corporation

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<b>Linda S. Merican</b>		<b>Division Counsel and Assistant Secretary, Vendor Finance Division</b>	
Primary Address:	150 West Wrentham Road Cumberland, RI 02864		553461-90027-28
<b>Charles T. Brusso, Jr.</b>		<b>Assistant Secretary</b>	
Primary Address:	None given		820226
<b>Christopher H. Dunagan</b>		<b>Assistant Secretary</b>	
Primary Address:	658 Coventry Township Lane Marietta, GA 30062		
<b>Andrew L. Much</b>		<b>Assistant Secretary</b>	
Primary Address:	2911 Elliott Circle Atlanta, GA 30305		
<b>Steven M. Schott</b>		<b>Assistant Secretary</b>	
Primary Address:	217 Edinburgh Ct. Alpharetta, GA 30004		
<b>Amera S. Busch</b>		<b>Assistant Secretary</b>	
Primary Address:	7909 Lazy Lane Fort Worth, TX 76180		
<b>Linda R. Kortick</b>		<b>Assistant Secretary</b>	
Primary Address:	13 Buckboard Drive Cumberland, RI 02864		
<b>Ronald H. Messinger</b>		<b>Assistant Secretary</b>	
Primary Address:	135 Buff Cap Road Tolland, CT 06084		
<b>Ann T. Willaman</b>		<b>Assistant Secretary</b>	
Primary Address:	117 Wollaston Street Cranston, RI 02910		
<b>Edward M. Andrews</b>		<b>Assistant Treasurer</b>	
Primary Address:	9 Mitris Boulevard Lincoln, RI 02865		
<b>Thomas J. Fredericks</b>		<b>Assistant Treasurer</b>	
Primary Address:	5 Woollett Court Barrington, RI 02806		
<b>Gregory E. Hudson</b>		<b>Assistant Treasurer</b>	
Primary Address:	45 Downing Street East Greenwich, RI 02818		