


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

FILED
Apr 29 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	---

DOCUMENT # 834364 (2)
 1. Corporation Name
BTM FINANCIAL & LEASING CORPORATION



Principal Place of Business 125 SUMMER ST (02110) P.O. BOX 2332 BOSTON MA 02107	Mailing Address 125 SUMMER ST (02110) P.O. BOX 2332 BOSTON MA 02107-2332 US
---	--

3. Date Incorporated or Qualified 05/01/1975	3a. Date of Last Report 04/24/1996
--	--

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24	Country 25
Zip 29	Country 30

4. FEI Number 04-6077779	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

g. 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	T	<input type="checkbox"/> DELETE
NAME	LEO R. CHAUSSE	
STREET ADDRESS	125 SUMMER STREET	
CITY - ST - ZIP	BOSTON MA 02110	
TITLE	DCP	<input checked="" type="checkbox"/> DELETE
NAME	MCCULLOCH, EUGENE F., JR	
STREET ADDRESS	125 SUMMER STREET	
CITY - ST - ZIP	BOSTON MA 02110	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	SPOKOWSKI, PHILIP A.	
STREET ADDRESS	125 SUMMER STREET	
CITY - ST - ZIP	BOSTON MA 02110	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	HORTON, C E JR	
STREET ADDRESS	125 SUMMER STREET	
CITY - ST - ZIP	BOSTON MA 02110	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	See Attached List	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS	125 Summer Street	
1.4 CITY - ST - ZIP	Boston MA 02110	
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 do 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, unchanged, or on an attachment with an address.

SIGNATURE: Charles E. Horton, Jr **DATE:** 4/26/97 **DAYTIME PHONE:** (617) 573-9000

CR2E034 (9/96)

Directors of BTM Trust Subsidiaries (other than BTM Financial Services, Inc. and BTM Financial Resources, Inc.)

Shin Nakahara
Leo R. Chausse
Yoji Anzai
James F. Winschel, Jr.

Officers of BTM Trust Subsidiaries (Massachusetts)

For BTM Funding Corporation and all other companies other than BTM Financial Resources, Inc., BTM Financial Services, Inc. and U.S. Vehicle Leasing, Inc.:

Shin Nakahara	Chairman of the Board of Directors
Leo R. Chausse	President and Chief Executive Officer
Yoji Anzai*	Executive Vice President
James F. Winschel, Jr.	Executive Vice President and Treasurer
David A. Meehan*	Executive Vice President
Gary L. Christensen*	Senior Vice President
Akiyoshi Ebinuma	Senior Vice President
Tokuhiro Hashi	Senior Vice President
Philip S. Sternstein	Senior Vice President, General Counsel, Secretary and Clerk
Thomas J. Thornton*	Senior Vice President
James F. Winschel, Jr.*	Senior Vice President
Patricia Donoghue*	Vice President
Paul Goss*	Vice President
Kathleen Hall*	Vice President
Charles E. Horton, Jr.*	Vice President
John McCarthy*	Vice President
Paul Nolan*	Vice President
Joseph W. O'Brien*	Vice President
Eric Plugis*	Vice President
Philip A. Spokowski*	Vice President
John Ursino	Vice President