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Apr 10 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 # 853931

(4)

1. Corporation Name

LOMAS MORTGAGE USA, INC.

Principal Place of Business

1800 VICEROY DRIVE, 4TH FLOOR  
DALLAS TX 75201  
US

Mailing Address

1800 VICEROY DRIVE, 4TH FLOOR  
DALLAS TX 75235-2306  
US



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified		3a. Date of Last Report	
21 717 N. Harwood,		26 717 N. Harwood,		08/30/1982		05/01/1996	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number		Applied For	
22 Suite 1800		27 Suite 1800		75-1831996		Not Applicable	
City & State		City & State		5. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required	
23 Dallas, Texas		28 Dallas, Texas		6. Election Campaign Financing Trust Fund Contribution		<input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip		Country		7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes		<input type="checkbox"/> Yes <input type="checkbox"/> No	
24 75201	25 Dallas	29 75201	30 Dallas				

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  
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					
TITLE	SV	<input type="checkbox"/> DELETE			
NAME	GREGORY, LOUIS P				
STREET ADDRESS	1800 VICEROY				
CITY - ST - ZIP	DALLAS, TX 00000				
TITLE	EVP	<input type="checkbox"/> DELETE			
NAME	SOBLE, KATHLEEN				
STREET ADDRESS	1800 VICEROY				
CITY - ST - ZIP	DALLAS TX				
TITLE	DCEO	<input type="checkbox"/> DELETE			
NAME	BOOTH, ERIC				
STREET ADDRESS	1800 VICEROY				
CITY - ST - ZIP	DALLAS, TX 00000				
TITLE	SVPC	<input checked="" type="checkbox"/> DELETE			
NAME	CLOONE, THOMAS J				
STREET ADDRESS	1800 VICEROY				
CITY - ST - ZIP	DALLAS TX				
TITLE	VP	<input checked="" type="checkbox"/> DELETE			
NAME	SCARBROUGH, STEVEN				
STREET ADDRESS	2001 BRYAN TOWER				
CITY - ST - ZIP	DALLAS, TX 00000				
TITLE	EVPT	<input checked="" type="checkbox"/> DELETE			
NAME	DENTON, ROBERT				
STREET ADDRESS	1800 VICEROY				
CITY - ST - ZIP	DALLAS, TX 00000				
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12					
1.1 TITLE	Vice President	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition			
1.2 NAME					
1.3 STREET ADDRESS	717 N. Harwood, Ste. 1800				
1.4 CITY - ST - ZIP	75201				
2.1 TITLE	Vice President	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition			
2.2 NAME					
2.3 STREET ADDRESS	717 N. Harwood, Ste. 1800				
2.4 CITY - ST - ZIP	75201				
3.1 TITLE	Vice President	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition			
3.2 NAME					
3.3 STREET ADDRESS	717 N. Harwood, Ste. 1800				
3.4 CITY - ST - ZIP	75201				
4.1 TITLE	President & CEO & Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
4.2 NAME	Thomas J. Wageman				
4.3 STREET ADDRESS	717 N. Harwood, Ste. 1800				
4.4 CITY - ST - ZIP	Dallas, TX	75201			
5.1 TITLE	Vice President & Treas.	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
5.2 NAME	Gary White				
5.3 STREET ADDRESS	717 N. Harwood, Ste. 1800				
5.4 CITY - ST - ZIP	Dallas, TX	75201			
6.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition			
6.2 NAME	See Attached Directors				
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 if changed, or on an attachment with an address.

SIGNATURE:

GARY WHITE  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

3/25/97 (214) 645-6302

Daytime Phone #

CR2E034 (9/96)

Board of Directors:

Tom Wageman  
Nomas Corp.  
717 North Harwood  
Dallas, TX 75201

Paul Leff  
Perry Partners  
599 Lexington Avenue - 36<sup>th</sup> Floor  
New York, NY 10022

Andrew Kurtz  
Ellion Associates  
712 Fifth Avenue  
New York, NY 10019

Christine Schmuker  
Travelers Insurance Co.  
190 S. La Salle - Suite 2740  
Chicago, IL 60603

Steve Landzberg  
Bennett Restructuring Fund LP  
2 Stamford Plaza - Suite 1501  
281 Tresser Blvd.  
Stamford, CT 06901