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PROFIT
CORPORATION
ANNUAL REPORT
1999



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

DOCUMENT # F98000001149

1. Corporation Name

GOODRICH & PENNINGTON MORTGAGE FUND, INC.

Principal Place of Business

5900 STATE FARM DRIVE
ATTN: ALISON HALIKAS
ROHNERT PARK CA 94928

Mailing Address

5900 STATE FARM DRIVE
ATTN: ALISON HALIKAS
ROHNERT PARK CA 94928

2. Principal Place of Business

21 Suite, Apt. #, etc

22 City & State

23 Zip Country

24 25 29 30 9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH 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 607.1508, 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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when record is changed)

DATE

12. OFFICERS AND DIRECTORS

TITLE PC [] DELETE

NAME PENNINGTON, PAUL E
STREET ADDRESS 1293 LINCOLN PARK WAY
CITY-ST-ZIP GLENBROOK NV

TITLE V [] DELETE

NAME ALBERT, LELAND S
STREET ADDRESS 5900 STATE FARM DRIVE
CITY-ST-ZIP ROHNERT PARK CA

TITLE TS [] DELETE

NAME GERMAN, J R
STREET ADDRESS 5900 STATE FARM DRIVE
CITY-ST-ZIP ROHNERT PARK CA

TITLE AS [] DELETE

NAME HALIKAS, ALISON
STREET ADDRESS 5900 STATE FARM DRIVE
CITY-ST-ZIP ROHNERT PARK CA

TITLE [] DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE [] DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE [] DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE [] DELETE

NAME

STREET ADDRESS

CITY-ST-ZIP

13.

1.1 TITLE

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

[] Change [] Addition

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****150.00 ****150.00

[] Change [] Addition

[] Change [] Addition

[] Change [] Addition

[] Change [] Addition

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2/4/99

(707) 584-9000

Date

Daytime Phone #

096072

CR2E034 (11/98)