

File on or before May 1, 1998 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1998



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

FILED
98 MAY -4 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE \$ 188.75 Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT # M97000000828
FALCON LENDING, L.C.
2015 WEST MAIN STREET
STAMFORD CT 06902

1a. Principal Place of Business Address
2015 WEST MAIN STREET
STAMFORD CT 06902

2. Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		12/10/1997	DE
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	Zip	Country	06-1484806	5. Date of Last Report
				6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>	

7. Name and Address of Current Registered Agent
LEXIS DOCUMENT SERVI, CES INC.
3953 WW KELLEY ROAD
TALLAHASSEE FL 32311

8. Name and Address of New Registered Agent/Office
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc. **300002514023--4**
City **FL**

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	SCHWARTZ, VERNON B	2015 WEST MAIN STREET	STAMFORD CT
MGR	HUNT, JAMES K	1 SUNAMERICA CENTER, 38TH	LOS ANGELES CA
MGR	LAPHAM, JOHN G III	1 SUNAMERICA CENTER, 38TH	LOS ANGELES CA
MGR	BRIGER, PETER L JR.	85 BROAD STREET	NEW YORK NY
MGR	CHRISTIE, ROBERT J	85 BROAD STREET	NEW YORK NY

11. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 19.07(3)(f), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: _____
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER Date Daytime Phone #