


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR -9 AM 9:16

FILING FEE \$ 188.75	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE
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1. Name and Mailing Address of Limited Liability Company FALCON LENDING, L.C. 2015 WEST MAIN STREET STAMFORD CT 06902	DOCUMENT # M97000000828
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1a. Principal Place of Business Address 2015 WEST MAIN STREET STAMFORD CT 06902

2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country	2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country	3. Date Organized or Qualified 12/10/1997	3a. State of Formation DE
		4. FEI Number 06-1484806	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
		5. Date of Last Report 05/04/1998	6. Certificate of Status Desired \$8.75 Additional Fee Required <input type="checkbox"/>

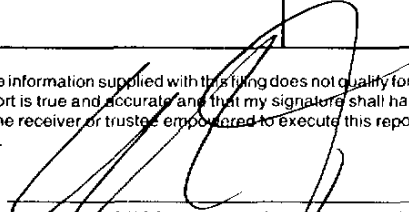
7. Name and Address of Current Registered Agent LEXIS DOCUMENT SERVI, CES INC. 3953 WW KELLEY ROAD TALLAHASSEE FL 32311	8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) 5.00002800045-8 Suite, Apt. #, etc. -03/09/99--01092--009 ****188.75 ****188.75 City FL Zip Code
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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 new filing)

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
MGR	Mnuchin, Steven T	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 119.07(3)(i), 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:  **Vernon B. Schwartz** 2/24/99 203-967-0000
SIGNATURE AND TYPE OF PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER