

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

FILED
Apr 22 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P07994 (7)
1. Corporation Name
TRW FINANCIAL SYSTEMS, INC.

Principal Place of Business 300 LAKESIDE AVENUE OAKLAND CA 94612-2540 US	Mailing Address 1900 RICHMOND RD CLEVELAND OH 44124-760 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 11/05/1985	
4. FEI Number 94-2476000		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	
7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					

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 FL 85 Zip Code	
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P TRAPP, PHILLIP R. 300 LAKESIDE DRIVE OAKLAND CA	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VP C.T. HARVE 1900 RICHMOND ROAD CLEVELAND OH	1.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	D THOMAS, GASPARINI 505 CITY PARKWAY WEST ORANGE CA	1.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP	VP WARREN, WILLIAM A. 1900 RICHMOND RD. CLEVELAND OH	1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	VPS HARLESS, JOHN 300 LAKESIDE DRIVE OAKLAND CA	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	D FULLMER, WILLIAM 505 CITY PARKWAY WEST, ORANGE CA	2.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		2.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		3.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		4.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		5.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		6.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

SEE SCHEDULE ATTACHED

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.

SIGNATURE _____ W A WARREN

CR2E034 (10/97)

TRW Financial Systems Inc.

Officers and Directors List

OFFICERS

P. R. Trapp, President (1)
J. M. Harless, Vice President & Assistant Secretary (1)
T. A. Gasparini, Vice President (3)
C. T. Harvie, Vice President (2)
W. A. Warren, Vice President, Tax (2)
W. A. Fullmer, Secretary (3)
E. L. Bennardo, Treasurer (2)
J. M. Schmidt, Assistant Secretary (2)

DIRECTORS

W. A. Fullmer (3)
T. A. Gasparini (3)
D. V. Skilling (3)

Addresses:

- (1) 300 Lakeside Drive, Oakland, CA 94612
- (2) 1900 Richmond Road, Cleveland, OH 44124
- (3) 505 City Parkway West, Orange, CA 92668