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Jan 24 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 # P17261 (9)

1. Corporation Name

THE TRAVELERS ASSET FUNDING CORPORATION



Principal Place of Business

ONE TOWER SQUARE
HARTFORD CT 06183
US

Mailing Address

ONE TOWER SQ.
C/O CORP. TAX 4PB
HARTFORD CT 06183-0001
US

3. Date Incorporated or Qualified
12/16/1987

3a. Date of Last Report
01/30/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

2a. Mailing Address

26 One Tower Square

4. FEI Number

06-1216878

Applied For

Not Applicable

22 City & State

27 City & State

C/O Corp. Tax 5PB

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

23 Zip

Country

24

25

28 Zip

Country

29

06183

30

US

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. 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 (Type or printed name of registered agent and title if applicable)

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PD
NAME WHITE, WILLIAM H
STREET ADDRESS ONE TOWER SQUARE
CITY-ST-ZIP HARTFORD CT

DELETE

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

Change Addition

TITLE S
NAME BRITT, JOHN R.
STREET ADDRESS ONE TOWER SQUARE
CITY-ST-ZIP HARTFORD CT

DELETE

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

Change Addition

TITLE V
NAME RYAN, GEORGE A.
STREET ADDRESS ONE TOWER SQUARE
CITY-ST-ZIP HARTFORD CT

DELETE

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

Change Addition

TITLE T
NAME GILLESPIE, ANITA
STREET ADDRESS ONE TOWER SQUARE
CITY-ST-ZIP HARTFORD CT

DELETE

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

Change Addition

TITLE V
NAME SHUGRUE, THOMAS P.
STREET ADDRESS ONE TOWER SQUARE
CITY-ST-ZIP HARTFORD CT

DELETE

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

Change Addition

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

DELETE

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

Change Addition

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/10/97

(860) 954-8138

Date

Daytime Phone #

CR2E034 (9/96)

THE TRAVELERS ASSET FUNDING CORPORATION

DIRECTORS:

Lawrence A. Gillis
Christine B. Mead
George A. Ryan
William H. White

Director
Director
Director
Director

OFFICERS:

William H. White
Anita Gillespie
George A. Ryan
Thomas Shugrue
Edward Duffy
John R. Britt
Mark J. Amrhein
Marla A. Berman
Guy Graff
David P. Fleming

President
Chief Financial Officer
Vice President
Vice President
Vice President
Secretary
Assistant Secretary
Assistant Secretary
Director
Assistant Director

The business address for Mark Amrhein and Marla Berman is:

The Travelers Group, Inc.
388 Greenwich Street
New York, New York 10013

The business address for the other directors and/or officers is:

The Travelers Insurance Companies
One Tower Square
Hartford, CT 06183