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FILED

May 20 1997 8:00am  
Secretary of StateNONPROFIT  
CORPORATION  
ANNUAL REPORT  
1997FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # P18712 (0)

1. Corporation Name

USA GROUP LOAN SERVICES, INC.

Principal Place of Business

Mailing Address

7999 KNUE ROAD  
OFC/TREAS MC M488  
INDIANAPOLIS IN 46250  
US11100 USA PARKWAY P.O. BOX 6180  
OFC/TREAS MC M488  
INDIANAPOLIS IN 46208-61803. Date Incorporated or Qualified  
04/06/19883a. Date of Last Report  
04/09/1996

2. Principal Place of Business

2a. Mailing Address

21 30 South Meridian St.

26 30 South Meridian St. 35-1558151

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City &amp; State

City &amp; State

23 INDIANAPOLIS, IN

28 Indianapolis, IN

Zip

Country

Zip

Country

24 46204

25

29 46204

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM  
1200 S. PINE ISLAND RD.  
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 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE

Signature typed 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	P	<input type="checkbox"/> DELETE
NAME	GILBERT, FREDRIC W	
STREET ADDRESS	7999 KNUE ROAD	
CITY - ST - ZIP	INDIANAPOLIS IN	

1.1 TITLE	P/T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS	30 South Meridian St	
1.4 CITY - ST - ZIP	Indianapolis IN 46204	

TITLE	SVP	<input type="checkbox"/> DELETE
NAME	YOST, DANIEL L	
STREET ADDRESS	7999 KNUE ROAD	
CITY - ST - ZIP	INDIANAPOLIS IN	

2.1 TITLE	SVP/T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS	30 South Meridian St.	
2.4 CITY - ST - ZIP	Indianapolis, IN 46204	

TITLE	EVPC	<input type="checkbox"/> DELETE
NAME	LINTZENICH, JAMES C	
STREET ADDRESS	11100 USA PARKWAY	
CITY - ST - ZIP	FISHERS IN	

3.1 TITLE	EVPC	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY - ST - ZIP		

TITLE	CCEO	<input checked="" type="checkbox"/> DELETE
NAME	NICHOLSON, ROY A	
STREET ADDRESS	11100 USA PARKWAY	
CITY - ST - ZIP	RISHERS IN	

4.1 TITLE	S/Gen Counsel	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	EDWARD R. SCHMIDT	
4.3 STREET ADDRESS	30 SOUTH MERIDIAN ST.	
4.4 CITY - ST - ZIP	INDIANAPOLIS, IN 46204	

TITLE	VP	<input type="checkbox"/> DELETE
NAME	STRACK, EDWARD F	
STREET ADDRESS	7999 KNUE ROAD	
CITY - ST - ZIP	INDIANAPOLIS IN	

5.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS	See attached list for complete list	
5.4 CITY - ST - ZIP		

TITLE	SVP	<input type="checkbox"/> DELETE
NAME	BALLARD, ROBERT C	
STREET ADDRESS	7999 KNUE ROAD	
CITY - ST - ZIP	INDIANAPOLIS IN	

6.1 TITLE	SVP/T	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY - ST - ZIP		

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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE REQUIRED EDWARD R. SCHMIDT, SECRETARY

(31)849-6510

CP2E037 (9/96)