

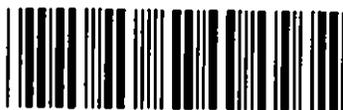


PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No 33069		2. Name of Corporation Bell Atlantic TriCon Leasing Corporation			
3. Street Address Principal Business Office 245 Park Ave., 40th Floor			City NY	State NY	Zip 10167
4. Business Phone No 212/557-4799		5. State of Incorporation DELAWARE			6. SIC Code 7773
7. Brief Description of the Character of Business Conducted in Rhode Island EQUIPMENT LEASING					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Paul H. Repp			Vice President Name Richard F. Krakowski		
Street Address 245 Park Ave., 40th Floor			Street Address 245 Park Ave., 40th Floor		
City NY	State NY	Zip 10167	City NY	State NY	Zip 10167
Secretary Name Jane A. Schaprer			Treasurer Name Jane M. Garrity		
Street Address 1095 Ave. of the Americas			Street Address 3900 Washington St., 2nd Floor		
City NY	State NY	Zip 10036	City Wilmington	State DE	Zip 19802
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name William F. Heitmann			Director Name Philip Seskin		
Street Address 1095 Ave. of the Americas			Street Address 1095 Ave. of the Americas		
City NY	State NY	Zip 10036	City NY	State NY	Zip 10036
Director Name Paul H. Repp			Director Name Victor S. Gomperts		
Street Address 245 Park Ave., 40th Floor			Street Address 1095 Ave. of the Americas		
City NY	State NY	Zip 10167	City NY	State NY	Zip 10036
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1 COMM NO PAR VALUE			One	Common	No par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



33069

File Date 2.22.05
Check No. 1020
By: 21
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

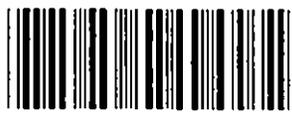
Richard Krakowski 2/18/05
Signature of Officer Date
Richard Krakowski
Print or Type Name of Officer
Senior V.P. - CFO
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004
Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No 33069		2. Name of Corporation Bell Atlantic TriCon Leasing Corporation			
3. Street Address Principal Business Office 245 Park Ave., 40th FL			City New York	State NY	Zip 10167
4. Business Phone No. 212-557-4799		5. State of Incorporation DELAWARE		6. SIC Code 7773	
7. Brief Description of the Character of Business Conducted in Rhode Island EQUIPMENT LEASING					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Paul H. Repp			Vice President Name Richard F. Krakowski		
Street Address 245 Park Ave., 40th FL			Street Address 245 Park Ave., 40th FL		
City New York	State NY	Zip 10167	City New York	State NY	Zip 10167
Secretary Name Robert W. Erb			Treasurer Name Janet M. Garrity		
Street Address 1095 Avenue of the Americas			Street Address 3900 Washington St., 2nd FL		
City New York	State NY	Zip 10036	City Wilmington	State DE	Zip 19802
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name William F. Heitmann			Director Name Paul H. Repp		
Street Address 1095 Avenue of the Americas			Street Address 245 Park Ave., 40th FL		
City New York	State NY	Zip 10036	City New York	State NY	Zip 10167
Director Name Philip Seskin			Director Name		
Street Address 1095 Avenue of the Americas			Street Address		
City New York	State NY	Zip 10036	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1	COMM NO PAR VALUE		one	Common	NO PAR

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 3 0 6 9 *

File Date 2.27.04
Check No. 829
By: UP
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Richard Krakowski 2/12/04
Signature of Officer Date
Richard F. Krakowski
Print or Type Name of Officer
Senior VP + CFO
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **33069** 2. Name of Corporation **Bell Atlantic TriCon Leasing Corporation**
3. Street Address Principal Business Office **245 PARK AVENUE - 40TH FLOOR** City **NEW YORK** State **NY** Zip **10167**
4. Business Phone No. **(212) 557-4799** 5. State of Incorporation **DELAWARE** 6. SIC Code **7773**
7. Brief Description of the Character of Business Conducted in Rhode Island
EQUIPMENT LEASING

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name ANDREW COTICCHIO Street Address 245 PARK AVENUE - 40TH FLOOR City NEW YORK State NY Zip 10167	Vice President Name ROBERT J. BURDEN Street Address 245 PARK AVENUE - 40TH FLOOR City NEW YORK State NY Zip 10167
Secretary Name ROBERT ERB Street Address 1095 AVENUE OF THE AMERICAS City NEW YORK State NY Zip 10036	Treasurer Name JANET M. GARRITY Street Address 3900 WASHINGTON ST., 2ND FLOOR City WILMINGTON State DE Zip 19802

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name ANDREW COTICCHIO Street Address 245 PARK AVENUE - 40TH FLOOR City NEW YORK State NY Zip 10167	Director Name VICTOR GOMPERTS Street Address 1095 AVENUE OF THE AMERICAS City NEW YORK State NY Zip 10036
Director Name WILLIAM HEITMANN Street Address 1095 AVENUE OF THE AMERICAS City NEW YORK State NY Zip 10036	Director Name PHILIP SESKIN Street Address 1095 AVENUE OF THE AMERICAS City NEW YORK State NY Zip 10036

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
1 COMM NO PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
ONE COMMON NO PAR

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 3 0 6 9 *

3-20-03

File Date: _____

703

Check No.: _____

2

By: _____

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer **Robert J. Burden** Date _____

ROBERT J. BURDEN

Print or Type Name of Officer

VICE PRESIDENT - TAXES

Title of Officer

5



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **33069** 2. Name of Corporation **Bell Atlantic TriCon Leasing Corporation**
3. Street Address Principal Business Office **245 PARK AVENUE - 40TH FLR.** City **NEW YORK** State **N.Y.** Zip **10167**
4. Business Phone No. **(212) 557-4799** 5. State of Incorporation **DELAWARE** 6. SIC Code **7773**
7. Brief Description of the Character of Business Conducted in Rhode Island **EQUIPMENT LEASING**

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) - FILL IN SPACES BEFORE USING ATTACHMENTS

President Name ANDREW COTICCHIO Street Address 245 PARK AVENUE - 40TH FLR. City NEW YORK State N.Y. Zip 10167	Vice President Name PETER RUTHERFORD Street Address 245 PARK AVENUE - 40TH FLR. City NEW YORK State N.Y. Zip 10167
Secretary Name MARVA M. LEVINE Street Address 245 PARK AVENUE - 40TH FLR. City NEW YORK State N.Y. Zip 10167	Treasurer Name VICKI M. LINKOVICH Street Address 201 NO. FRANKLIN STREET, SUITE 1800 City TAMPA State FL. Zip 33602

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) - FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name ANDREW COTICCHIO Street Address 245 PARK AVENUE - 40TH FLR. City NEW YORK State N.Y. Zip 10167	Director Name VICTOR COMPERTS Street Address 1095 AVENUE OF THE AMERICAS City NEW YORK State N.Y. Zip 10036
Director Name WILLIAM HEITMANN Street Address 1095 AVENUE OF THE AMERICAS City NEW YORK State N.Y. Zip 10036	Director Name PHILIP SESKIN Street Address 1095 AVENUE OF THE AMERICAS City NEW YORK State N.Y. Zip 10036

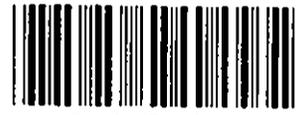
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
1 COMMON NO PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
ONE COMMON NO PAR

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 3 0 6 9 *

File Date: 3-1-02
Check No.: 508
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
Signature of Officer: [Signature] Date: 2/13/02
VICKI M. LINKOVICH
Print or Type Name of Officer
VP - TREASURER & COMPTROLLER
Title of Officer

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Company Directory
Active Company

Bell Atlantic TriCon Leasing Corporation -- *Current Officers*

Please note that pending changes, if any, are not reflected.

name	title	appointed
Burden, Robert J.	Assistant Comptroller	12/15/1998
Coticchio, Andrew	President & CEO	07/27/2000
Dentico, Patrick	Assistant Comptroller	12/15/1998
Heitmann, William F.	Chairman of the Board	07/27/2000
Jordan, James J.	Senior Vice President - Investments	09/02/2001
Krakowski, Richard F.	Senior Vice President-Strategic Reporting and Analysis	09/02/2001
Levine, Marva M.	Vice President - Counsel and Assistant Secretary	12/15/1998
Linkovich, Vicki M.	Vice President - Treasurer and Comptroller	09/02/2001
Repp, Paul Howard	Senior Vice President - General Counsel & Secretary	10/01/2001
Rutherford, Peter D.	Senior Vice President - Operations	09/02/2001
Weiss, Richard	Assistant Comptroller	12/15/1998

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Company Directory
Active Company

Bell Atlantic TriCon Leasing Corporation -- *Current Directors*

Please note that pending changes, if any, are not reflected.

name	appointed
Coticchio, Andrew	07/26/1999
Deur, Jan L.	07/28/2000
Gomperts, Victor S.	01/01/1998
Heitmann, William F.	01/01/1998
Seskin, Philip	11/05/1998

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PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **33069** 2. Name of Corporation **Bell Atlantic TriCon Leasing Corporation**

3. Street Address Principal Business Office **245 Park Ave. 40th fl.** City **New York** State **Ny** Zip **10167**

4. Business Phone No. **212-557-4799** 5. State of Incorporation **DELAWARE** 6. SIC Code **7773**

7. Brief Description of the Character of Business Conducted in Rhode Island **Equipment Leasing**

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name Andrew Coticchio Street Address 245 Park Ave. 40th fl. City New York State Ny Zip 10167	Vice President Name Peter Rutherford Street Address 245 Park Ave. 40th fl. City New York State Ny Zip 10167
Secretary Name Michael Flynn Street Address 245 Park Ave. 40th fl. City New York State Ny Zip 10167	Treasurer Name Richard Krakowski Street Address 245 Park Ave. 40th fl. City New York State Ny Zip 10167

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

Director Name Andrew Coticchio Street Address 245 Park Ave. 40th fl. City New York State Ny Zip 10167	Director Name Victor Gomperts Street Address 1095 Ave. of the Americas City New York State Ny Zip 10036
Director Name William Heitmann Street Address 1095 Ave. of the Americas City New York State Ny Zip 10036	Director Name Reubin Meskin Street Address 1095 Ave. of the Americas City New York State Ny Zip 10036

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
1	COMMON	NO PAR VALUE	

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
One	Common	NO PAR	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 3 0 6 9 *

File Date: 2/23/01
Check No.: 357
By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Richard Krakowski 2/14/01
Signature of Officer Date
Richard Krakowski
Print or Type Name of Officer
VP-Treasurer
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **33069** 2. Name of Corporation **Bell Atlantic TriCon Leasing Corporation**
3. Street Address Principal Business Office **245 Park Avenue 40th Floor** City **New York** State **NY** Zip **10167**
4. Business Phone No. **(212) 557-4799** 5. State of Incorporation **DELAWARE** 6. SIC Code **7173**

7. Brief Description of the Character of Business Conducted in Rhode Island

Equipment Leasing

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name William Hutmamm Street Address 245 Park Avenue 40th Floor City New York State NY Zip 10167	Vice President Name James Jordan Street Address 245 Park Avenue 40th Floor City New York State NY Zip 10167
Secretary Name Michael Flynn Street Address 245 Park Avenue 40th Floor City New York State NY Zip 10167	Treasurer Name Richard Krakowski Street Address 245 Park Ave 40th Floor City New York State NY Zip 10167

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Robert Burden Street Address 245 Park Avenue 40th Floor City New York State NY Zip 10167	Director Name Peter Rutherford Street Address 245 Park Avenue 40th Floor City New York State NY Zip 10167
Director Name Michael Flynn Street Address 245 Park Avenue 40th Floor City New York State NY Zip 10167	Director Name James Jordan Street Address 245 Park Avenue 40th Floor City New York State NY Zip 10167

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	1	COMMON	NO PAR VALUE

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	ONE	COMMON	NO PAR

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 3 0 6 9 *

File Date: 3/3/00

Check No.: 205

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2/29/00
Signature of Officer Date

Robert J Burden
Print or Type Name of Officer

Assist. Comptroller
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 98
Filing Period: January 1-March 1 • Filing Fee: \$50.00



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SECRETARY OF STATE
CORPORATIONS DIVISION
JUN 22 6 34 PM '99
1016
777

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 33069 2. Name of Corporation
22-2500137 BELL ATLANTIC TRICON LEASING CORPORATION
3. Street Address Principal Business Office City State
200 PARK AVENUE, 33rd FLOOR NEW YORK NY
4. Business Phone No. 5. State of Incorporation
212-499-3700 DELAWARE
6. Brief Description of the Character of Business Conducted in Rhode Island

EQUIPMENT LEASING

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) SEE STATEMENT # 1

President Name	Vice President Name
THOMAS J. COWEY	
Street Address	Street Address
200 PARK AVENUE, 33rd FLOOR	
City State Zip	City State Zip
NEW YORK NY 10166	

Secretary Name	Treasurer Name
RAYMOND E. DOMBROWSKI	
Street Address	Street Address
1717 ARCH STREET	
City State Zip	City State Zip
PHILADELPHIA PA 19103	

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) SEE STATEMENT # 1

Director Name	Director Name
SEE STATEMENT # 1	
Street Address	Street Address
City State Zip	City State Zip
Director Name	Director Name
Street Address	Street Address
City State Zip	City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES		
Number of Shares	Class/Series	Par Value
ONE	COMMON	NO PAR

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES		
Number of Shares	Class/Series	Par Value
ONE	COMMON	NO PAR

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

File Date: _____
Check No.: _____
By: _____
FOR SECRETARY OF STATE USE ONLY

Richard Krakowski 3/5/98
Signature of Officer Date
RICHARD F. KRAKOWSKI
Print or Type Name of Officer
VICE PRESIDENT and TREASURER
Title of Officer

Handwritten: No 228805

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1997
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 33069 ~~22-2500137~~ 2. Name of Corporation BELL ATLANTIC TRICON LEASING CORPORATION
3. Street Address Principal Business Office 245 PARK AVENUE - 40th FLOOR City NEW YORK State NY
4. Business Phone No. 212-557-4799 5. State of Incorporation DELAWARE
6. SIC Code 30167
7. Brief Description of the Character of Business Conducted in Rhode Island EQUIPMENT LEASING

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SECRETARY OF STATE
JUN 25 3 42 PM '98

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X

President Name <u>William F. Heitmann</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>	Vice President Name <u>Peter D. Rutherford</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>
Secretary Name <u>Michael D. Flynn</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>	Treasurer Name <u>Richard F. Krakowski</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X

Director Name <u>William F. Heitmann</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>	Director Name <u>Victor S. Gomperts</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>
Director Name <u>Melvin Meskin</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>	Director Name <u>Philip Seskin</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	ONE	COMMON	NO PAR

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	ONE	COMMON	NO PAR

RECEIVED
SECRETARY OF STATE
JUN 25 3 42 PM '98

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: MD 228865
Check No: PAID
By: SEP 01 1998
FOR SECRETARY OF STATE USE ONLY
SECRET

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

P. Rutherford
Signature of Officer Date _____
Peter Rutherford
Print or Type Name of Officer
Vice President
Title of Officer

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1996
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 33069 2. Name of Corporation BELL ATLANTIC TRICON LEASING CORPORATION
~~22-2500137~~
 3. Street Address Principal Business Office 245 PARK AVENUE - 40th FLOOR City NEW YORK State NY
 4. Business Phone No. 212-557-4799 5. State of Incorporation DELAWARE
 6. SIC Code 10167
 7. Brief Description of the Character of Business Conducted in Rhode Island
EQUIPMENT LEASING

RECEIVED
SECRETARY OF STATE
JUN 20 11 22 AM '96
10167

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) X

President Name <u>William F. Heitmann</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>	Vice President Name <u>Peter D. Rutherford</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>
Secretary Name <u>Michael D. Flynn</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>	Treasurer Name <u>Richard F. Krakowski</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) X

Director Name <u>William F. Heitmann</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>	Director Name <u>Victor S. Gomperts</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>
Director Name <u>Melvin Meskin</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>	Director Name <u>Philip Seskin</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) X

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
ONE		COMMON	NO PAR

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) X

ISSUED SHARES	Number of Shares	Class/Series	Par Value
ONE		COMMON	NO PAR

RECEIVED
SECRETARY OF STATE
JUN 20 11 22 AM '96
10167

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: PAID
 Check No.: SEP 01 1999
 By: 22805

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
P. Rutherford
 Signature of Officer Date
Peter Rutherford
 Print or Type Name of Officer
Vice President
 Title of Officer

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1995
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 33069 2. Name of Corporation BELL ATLANTIC TRICON LEASING CORPORATION
~~22-2500137~~
 3. Street Address Principal Business Office 245 PARK AVENUE - 40th FLOOR City NEW YORK State NY Zip 10167
 4. Business Phone No. 212-557-4799 5. State of Incorporation DELAWARE 6. SIC Code 7371
 7. Brief Description of the Character of Business Conducted in Rhode Island EQUIPMENT LEASING

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name <u>William F. Heitmann</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>	Vice President Name <u>Peter D. Rutherford</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>
Secretary Name <u>Michael D. Flynn</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>	Treasurer Name <u>Richard F. Krakowski</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name <u>William F. Heitmann</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>	Director Name <u>Victor S. Gomperts</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>
Director Name <u>Melvin Meskin</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>	Director Name <u>Philip Seskin</u> Street Address <u>245 Park Avenue, 40th Floor</u> City <u>New York</u> State <u>New York</u> Zip <u>10167</u>

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>			11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
ONE	COMMON	NO PAR	ONE	COMMON	NO PAR

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: DATE
 Check No.: SEP 0 1999 WD 228865
 By: SECRETARY
 FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

P. Rutherford
 Signature of Officer
Peter Rutherford
 Print or Type Name of Officer
Vice President
 Title of Officer

Filing Fee \$50.00
Payable to
Secretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

File Annually
LLC: Sept. 1 - Nov. 1
CORP: Jan. 1 - March 1

Corporate ID: 0033069 Annual Report for the year: 1994

Name of Business Entity: Bell Atlantic Tricon Leasing Corporation

Business entity organized under the laws of the State of DE
Federal Taxpayer Identification Number [REDACTED]
For foreign entity, address and telephone number of principal office
95N Route 17 South
Paramus, NJ 07652
Phone (201) 712-3697

Business Entity is (check one)
 Business Corporation (See RIGL Chapter 7-1.1)
 Professional Service Corporation (See RIGL Chapter 7-5.1)
 Limited Liability Company (See RIGL 7-16)
Name, title and mailing address of contact person to whom communications may be directed
Cheryl L. Whalen
95N Route 17 South
Paramus, NJ 07652

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box)
None
Phone ()

Brief statement of the character of business conducted in Rhode Island
Equipment leasing and inventory finance
Date of Organization 1/13/84
Date of Qualification to do business in Rhode Island (if foreign entity)
1/22/85

THE NAMES OF THE OFFICERS ARE:

CHIEF EXECUTIVE OFFICER OR PRESIDENT: Danny F. Lam, 95N Route 17 South, Paramus, NJ 07652
 CHIEF FINANCIAL OFFICER OR VICE PRESIDENT: James H. Parsons, 95N Route 17 South, Paramus, NJ 07652
 CLERK OR SECRETARY: Frederick C. Bauman, 95N Route 17 South, Paramus, NJ 07652
 CHIEF FINANCIAL OFFICER OR TREASURER: Peter P. Siciliano, 95N Route 17 South, Paramus, NJ 07652

THE NAMES OF THE DIRECTORS ARE:

Danny F. Lam, 95N Route 17 South, Paramus, NJ 07652
William O. Albertini, 1717 Arch Street, Philadelphia, PA 19103
James H. Dickerson, Jr., 1717 Arch Street, Philadelphia, PA 19103

NUMBER OF SHARES AUTHORIZED (If Applicable)
NUMBER 1
CLASS Common
SERIES
PAR VALUE OR WITHOUT PAR None

NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)
NUMBER 1
CLASS Common
SERIES
PAR VALUE OR WITHOUT PAR None

Date February 8, 1994

By Frederick C. Bauman

FILED

Frederick C. Bauman
PRINTED PL. NAME OF OFFICER/AGENT

FEB 17 1994

Secretary
TITLE OF OFFICER/AGENT

By [Signature] # 11:2044

Form 9-1994

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed.

Filing Fee \$50.00

1087949-nnc To be filed annually between January 1st and March 1st ✓

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0033069 Annual Report for the year 1993

FIRST: The name of the corporation is Bell Atlantic TriCon Leasing Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is equipment leasing and inventory finance

FOURTH: If foreign corporation, address of its principal office 95N Route 17 South, Paramus New Jersey 07652

FIFTH: Business address in Rhode Island None, except for CT Corporation

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Danny F. Lam	Director	95N Route 17 South, Paramus, NJ 07652
Robert W. Stubbs	Director	95N Route 17 South, Paramus, NJ 07652
James H. Dickerson	Director	95N Route 17 South, Paramus, NJ 07652
Danny F. Lam	President	95N Route 17 South, Paramus, NJ 07652
Michael A. Foster	SNR Vice President	95N Route 17 South, Paramus, NJ 07652
Frederick C. Bauman	Secretary	95N Route 17 South, Paramus, NJ 07652
Glen Messina	Treasurer	95N Route 17 South, Paramus, NJ 07652

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series
1	Common	

Par Value or statement that shares are without par value

Without Par Value

PAID

FEB 08 1993

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series
1	Common	

Par Value or statement that shares are without par value

Without Par Value

SECY OF STATE

Dated February 2 19 93

Bell Atlantic TriCon Leasing Corporation (Name of Corporation)

By Frederick C. Bauman

Title SVP, GNRL CNSL & SECTY

(Report must be signed by an officer)

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

W 1083730

Corporate ID.....0033069..... Annual Report for the year.....1992.....

FIRST: The name of the corporation is.....Bell Atlantic TriCon Leasing Corporation.....

SECOND: It is incorporated under the laws of.....Delaware.....

THIRD: Character of business, briefly stated, is.....Equipment leasing and inventory finance.....

FOURTH: If foreign corporation, address of its principal office.....95N Route 17 South, Paramus, NJ 07652.....

FIFTH: Business address in Rhode Island.....None, except for CT Corporation.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Danny F. Lam	Director	95N Route 17 South, Paramus, NJ 07652
Robert W. Stubbs	Director	95N Route 17 South, Paramus, NJ 07652
James H. Dickerson	Director	4000 Bell Atlantic Tower 1717 Arch Street, Philadelphia, PA 19103
Danny F. Lam	President	95N Route 17 South, Paramus, NJ 07652
James H. Persons	Vice President and CAO	95N Route 17 South, Paramus, NJ 07652
Frederick C. Bauman	Secretary	95N Route 17 South, Paramus, NJ 07652
Glen Messina	Treasurer	95N Route 17 South, Paramus, NJ 07652

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1	Common		Without par value

PAID

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1	Common		Without par value

FEB 24 1992

SEC'Y OF STATE

Dated.....February 18..... 19 92.....

Bell Atlantic TriCon Leasing Corporation.....

(Name of Corporation)

By 
Frederick C. Bauman

Title Secretary.....

(Report must be signed by an officer)

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0033069 Annual Report for the year 1991

FIRST: The name of the corporation is Bell Atlantic Tricon Leasing Corporat

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is EQUIPMENT LEASING AND INVENTORY FINANCE

FOURTH: If foreign corporation, address of its principal office 95N ROUTE 17 SOUTH, PARAMUS, N

FIFTH: Business address in Rhode Island NONE EXCEPT FOR CT CORPORATION

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
JAMES H. DICKERSON, JR.	Director	95N ROUTE 17 SOUTH, PARAMUS, NJ 07652
ROBERT W. STUBBS	Director	95N ROUTE 17 SOUTH, PARAMUS, NJ 07652
WILLIAM O. ALBERTINI	Director	1600 MARKET ST., PHILADELPHIA, PA 19103
JAMES H. DICKERSON, JR.	President	95N ROUTE 17 SOUTH, PARAMUS, NJ 07652
DANNY F. LAM	SR. Vice President AND CFO	95N ROUTE 17 SOUTH, PARAMUS, NJ 07652
FREDERICK C. BAUMAN	Secretary	95N ROUTE 17 SOUTH, PARAMUS, NJ 07652
GLEN MESSINA	Treasurer	95N ROUTE 17 SOUTH, PARAMUS, NJ 07652

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series
1	COMMON	

PAID

Par Value
or statement that
shares are without
par value

WITHOUT PAR VA

JAN 20 1991

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series
1	COMMON	

SECY OF STATE

Par Value
or statement that
shares are without
par value

WITHOUT PAR VALUE

Dated JANUARY 18 19 91

BELL ATLANTIC TRICON LEASING CORPORATION

(Name of Corporation)

By Fredrick C. Bauman

FREDERICK C. BAUMAN

TITLE: SECRETARY & GENERAL COUNSEL

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st.

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 33069 Annual Report for the year 1990

FIRST: The name of the corporation is Bell Atlantic Yricon Leasing Corpora-
tion

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Finance Company

FOURTH: If foreign corporation, address of its principal office 95N Route 17 South, Paramus, N.J. 07652

FIFTH: Business address in Rhode Island None except for CT representation

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
James H. Dickerson, Jr.	Director	95N Route 17 South, Paramus, N.J. 07652
Robert W. Stubbs	Director	Same
William O. Albertini	Director	1600 Market Street, Philadelphia, PA 19109
James H. Dickerson, Jr.	President	95N Route 17 South, Paramus, N.J. 07652
Danny F. Lam	Vice President & Chief Financial Officer	95N Route 17 South, Paramus, N.J. 07652
Frederick C. Bauman	Secretary	95N Route 17 South, Paramus, N.J. 07652
Irving Silber	Treasurer	95N Route 17 South, Paramus, N.J. 07652

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1	Common		No Par Value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1	Common		No Par Value

Dated Feb. 20 19 90

PAID
MAR 01 1990
SECY OF STATE

BELL ATLANTIC YRICON LEASING CORPORATION
(Name of Corporation)
By Frederick C. Bauman

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0033069

Annual Report for the year 1989

FIRST: The name of the corporation is Bell Atlantic TriCon Leasing Corporation

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is FINANCE COMPANY

FOURTH: If foreign corporation, address of its principal office
95N ROUTE 17 SOUTH, PARAMUS, N.J. 07652

FIFTH: Business address in Rhode Island NONE EXCEPT FOR CT REPRESENTATION

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name Office Address (including number, street, zip code)

JAMES G. CULLEN	Director	1600 MARKET ST., PHILADELPHIA, PA 19103
ROBERT W. STUBBS	Director	95N ROUTE 17 SOUTH, PARAMUS, N.J. 07652
JAMES H. DICKERSON, JR.	Director	SAME AS ABOVE
JAMES H. DICKERSON, JR.	President & CEO	SAME AS ABOVE
DANNY F. LAM	Vice President & CHIEF FINANCIAL OFFICER	SAME AS ABOVE
FREDERICK C. BAUMAN	Secretary	SAME AS ABOVE
IRVING SILBER	Treasurer	SAME AS ABOVE

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1	COMMON		NO PAR VALUE

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1	COMMON		NO PAR VALUE

PAID Par Value statement that shares are without par value
MAR 2 1989

SECRETARY OF STATE

Dated FEBRUARY 21, 1989 19

BELL ATLANTIC TRICON LEASING CORPORATION
(Name of Corporation)

By Fredrick C. Bauman FREDERICK C. BAUMAN

Title SECRETARY

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 33069 Annual Report for the year 1988

FIRST: The name of the corporation is Bell Atlantic TriCon Leasing Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is to engage in any lawful act or activity for
which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: If foreign corporation, address of its principal office 95 N. Route 17 South, Paramus, N.J. 07

FIFTH: Business address in Rhode Island 111 Westminster Street, Providence, RI 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
	Director	
Robert W. Stubbs	Director & Chairman	95 N. Route 17 South, Paramus, N.J. 07652
James G. Cullen	Director	1880 John F. Kennedy Blvd., Philadelphia, PA 1910
James H. Dickerson, Jr.	Director, President & CEO	95 N. Route 17 South, Paramus, N.J. 07652
Danny E. Lam	Senior Vice President & Chief Financial Officer	95 N. Route 17 South, Paramus, N.J. 07652
James W. Boyan	Secretary & General Counsel	95 N. Route 17 South, Paramus, N.J. 07652
Irving Silber	Treasurer	95 N. Route 17 South, Paramus, N.J. 07652

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1	Common		no par value

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EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1	Common		no par value

MAR 17 1988
SECY OF STATE
MAR 01 1988

Dated 2/25 19 88

Bell Atlantic TriCon Leasing Corporation
(Name of Corporation)

By [Signature]
Title _____

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 33069

Annual Report for the year 1987

FIRST: The name of the corporation is Tri-Continental Leasing Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is General Equipment Lessor

FOURTH: If foreign corporation, address of its principal office 95 North Route 17 South, Paramus
New Jersey, 07652

FIFTH: Business address in Rhode Island CT Corporation Systems, 111 Westminster Street,
Providence, Rhode Island 02903

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

See Attached

Director

Director

Director

President

Vice President

Secretary

Treasurer

SEVENTH: Number of Shares authorized:

Par Value
or statement that
shares are without
par value
no par

No. of Shares
1

Class
Common

Series

EIGHTH: Number of Shares issued:

Par Value
or statement that
shares are without
par value
no par

No. of Shares
1

Class
Common

PAID
MAR 3 1987
SECY OF STATE

Dated 2/19 1987

TriContinental Leasing Corporation
(Name of Corporation)

By X

TRICONTINENTAL LEASING CORPORATION

PRESIDENT and CEO

JAMES H. DICKERSON
SS# 145-36-2805

426 Randhill Road
St. Davids, Pa. 19087

SENIOR VICE PRESIDENT
and CHIEF FINANCIAL

DANNY F. LAM
SS# 094-42-0381

111 Phyllis Drive
Old Tappan, NJ 07675

CHAIRMAN OF THE BOARD

ROBERT W. STUBBS
SS # 494-32-2125

324 McKinley Place
Ridgewood, NJ 07450

TREASURER

IRVING SILBER
SS# 125-18-0216

19-06 Angelo Terrace
Fair Lawn, NJ 07410

SECRETARY

JAMES W. BOYAN
SS# 146-42-7772

137 Francisco Avenue
Rutherford, NJ 07070

TriContinental

Leasing Corporation

A Bell Atlantic Company

95N Route 17 South
P.O. Box 907
Paramus, New Jersey 07653
(201) 368-2090

SCHEDULE OF DIRECTORS OF TRICONTINENTAL LEASING CORP. AS OF 7/1/86

DIRECTOR:	James H. Dickerson	1600 Market Street
SS#	145-36-2805	Philadelphia, PA 19103
DIRECTOR:	Robert W. Stubbs	95 North Route 17 South
SS#	494-32-2125	Paramus, New Jersey 07652
DIRECTOR:	William L. Mobraaten	1600 Market Street
SS#	503-24-5709	Philadelphia, PA 19103

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 33069 Annual Report for the year 1986

FIRST: The name of the corporation is Tri-Continental Leasing Corporation

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is General Equipment Lessor

FOURTH: If foreign corporation, address of its principal office 95 North Route 17 South, Paramus
New Jersey, 07652

FIFTH: Business address in Rhode Island CT Corporation Systems, 111 Westminster Street,
Providence, Rhode Island 02903

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Sec Attached	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

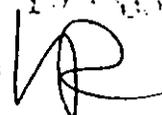
SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1	Common		no par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1	Common		no par

02/26/86 PAID

PAID 19 86


Dated February 5 19 86

TriContinental Leasing Corporation
Name of Corporation)
By Irving Silber
Title Treasurer

(Report must be signed by an officer)

TriContinental

Leasing Corporation

A Bell Atlantic™ Company

95N Route 17 South
P.O. Box 907
Paramus, New Jersey 07653
(201) 368-2090

SCHEDULE OF DIRECTORS OF TRICONTINENTAL LEASING CORP.

DIRECTOR:	James H. Dickerson	426 Roundhill Road St. Davids, PA 19087
DIRECTOR:	John M. Kelleher	503 Dawn Lane Bryn Mawr, PA 19010
DIRECTOR:	Robert W. Stubbs	324 McKinley Place Ridgewood, NJ 07450

TriContinental

Leasing Corporation

A Bell Atlantic Company

95N Route 17 South
P.O. Box 907
Paramus, New Jersey 07653
(201) 368-2090

SCHEDULE OF OFFICERS OF TRICONTINENTAL LEASING CORPORATION

PRESIDENT:	Robert W. Stubbs	324 McKinley Place Ridgewood, NJ 07450
EXECUTIVE VICE PRESIDENT AND TREASURER:	Irving Silber	19-06 Angelo Terrace Fair Lawn, NJ 07410
CHAIRMAN OF THE BOARD:	James H. Dickerson	426 Randhill Road St. Davids, PA 19087
SECRETARY:	James W. Boyan	137 Francisco Avenue Rutherford, NJ 07070

Filing fee: \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

Annual Report for the year 1985

33069

FIRST: The name of the corporation is TRI-CONTINENTAL LEASING CORPORATION

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is LESSOR - PERSONAL PROPERTY.

FOURTH: If foreign corporation, address of its principal office

95 ROUTE 17 SOUTH, PARAMUS, NEW JERSEY, 07652

FIFTH: Business address in Rhode Island

CT CORPORATION SYSTEM, 111 WESTMINSTER STREET, PROVIDENCE, R.I.

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
JOHN A. MOUNTAIN	DIRECTOR	1921 NOTTINGHAM RD. ALLENTOWN PA 18103
JOHN M. KELLEHER	DIRECTOR	503 DAWN LANE, BRYN MAWR, PA 19010
JAMES H. DICKERSON	CHAIRMAN OF THE BOARD	426 ROUNDHILL RD. DAVIDS, PA 19087
ROBERT W. STUBBS	President	324 MCKINLEY PL. RIDGEWOOD, NJ 07450
IRV SILBER	Vice President	19-06 ANGELO TER., FAIR LAWN, NJ 07410
EDWARD G. GROGAN	Secretary	84 WOODSTONE LANE, VILLANOVA, PA 19085
IRVING SILBER	Treasurer	19-06 ANGELO TER., FAIR LAWN, NJ 07410

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1	COMMON		\$10

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1	COMMON		\$10

Dated: FEBRUARY 20,

1985

LR

3/07/85 PAID

TRI-CONTINENTAL LEASING CORPORATION

(Name of Corporation)

By Irving Silber
IRVING SILBER

Title TREASURER

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information 277-3040