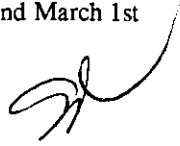


Filing Fee \$15.00

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 0021534 Annual Report for the year 1989

FIRST: The name of the corporation is GENERAL DISCOUNT CORPORATION

SECOND: It is incorporated under the laws of Massachusetts

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

FOURTH: If foreign corporation, address of its principal office

28 State Street P.O. Box 2332 Boston, MA 02107

FIFTH: Business address in Rhode Island c/o CT Corporation System

123 Dyer Street Providence, R.I. 02903

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

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

Director

See Attached List 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
100	Common	—	no par
6,288	Preferred	—	\$100.00

PAID

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
70	Common	—	no par
6,288	Preferred	—	\$100.00

FEB 22 1989

COY OF STATE

Dated February 21 19 89

General Discount Corporation
(Name of Corporation)

By Philip J. Spokowski

Title Vice President

(Report must be signed by an officer)

SL

(3/8/88)

OFFICERS AND DIRECTORS (CBT Leasing Corporation and General Discount Corporation)

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
<u>DIRECTORS</u>		
Leo R. Breitman	Director*	30 Westgate Road Wellesley, MA 02181
Richard D. Driscoll	Director*	116 Laurel Road Chestnut Hill, MA 02167
Peter H. McCormick	Director*	35 Crafts Road Chestnut Hill, MA 02167
Eugene F. McCulloch, Jr.	Director (Chairman and President)*	182 Dedham Street Dover, MA 02030
Arthur H. Meehan	Director	5 Fox Run Road Dover, MA 02030
Joseph J. Whiteside	Director (Treasurer)	58 Bristol Road Wellesley, MA 02181
M. Thomas Wilson, Jr.	Director*	136 Village Avenue Dedham, MA 02026

*Member of Executive Committee

OFFICERS

Eugene F. McCulloch, Jr.	Chairman of the Board of Directors and President	182 Dedham Street Dover, MA 02030
Richard E. Carolan	Senior Vice President- Major Market	60 Livingston Road Wellesley, MA 02181
Leo R. Chausse	Senior Vice President, Chief Financial and Administrative Officer, Assistant Secretary and Assistant Clerk	52 Wildewood Drive Canton, MA 02021
Gary L. Christensen	Senior Vice President- Marketing and Administration	82 Forest Avenue Cohasset, MA 02025
Michael W. Lieber	Senior Vice President- Middle Market	85 Berkshire Road Newtonville, MA 02160

(3/8/88)

OFFICERS (CBT and GDC cont'd.)

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
David A. Meehan	Senior Vice President- Systems and Administration	95 Orchard Street Belmont, MA 02178
Philip S. Sternstein	Senior Vice President, General Counsel, Secretary and Clerk	38 Lehigh Road Wellesley, MA 02181
Carl R. Vercollone	Senior Vice President- Lease Underwriting and Placement	Weston Road Lincoln, MA 01773
Cheryl A. Behan	Vice President- Lease Administration	100 High Street Medford, MA 02155
Frederick Bishop	Vice President- Vendor Leasing	62 Mattie Street Beverly, MA 01915
Halsey B. Collins	Vice President, Senior Counsel, Assistant Secretary and Assistant Clerk	45 Mt. Vernon Street Boston, MA 02108
Albert J. Vaccaro	Vice President - Credit	35 Tremont Street Malden, MA 02181
Kenneth M. Conrad	Vice President - Middle Market	231 Old Bell Road Matthews, NC 28105
Susan Giroux Dee	Vice President, Senior Counsel, Assistant Secretary and Assistant Clerk	16 Framar Road Wellesley, MA 02181
Daniel K. Dorian	Vice President Middle Market	Six Tanglewood Lane Winchester, MA 01890
John N. Fisher, Jr.	Vice President - Group Manager - Major Market	32 Farm Street Dover, MA 02030
Dennis J. Hanlon	Vice President - Group Manager-Major Market	40 Fort Hill Road East Sandwich, MA 02537

(3/8/88)

OFFICERS (CBT and GDC cont'd.)

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
George L. Herbolsheimer, Jr.	Vice President- Lease Negotiation	Old Littleton Road Harvard, MA 01451
Stephen D. Jacobson	Vice President- Municipal Leasing	71 Cider Mill Road Sudbury, MA 01776
Robert E. Keaveny	Vice President- Special Finances	3705 Atrium Drive Plano, Texas 75075
Edward J. Lanigan	Vice President- Porfolio Management	83 Livingston Circle Needham, MA 02192
Matthew J. McNamara	Vice President - Group Manager - Major Market	9 Seneca Road Winchester, MA 01890
Gary L. Miller	Vice President- Vehicle Leasing	43 Ivy Lane Sherborn, MA 01770
Carol T. Panariti	Vice President- Lease Economics and Structuring	40 Hickory Cliff Rd. Newton, MA 02164
Richard F. Quinn, Jr.	Vice President and Controller	16 Squantum Avenue North Easton, MA 02356
Bruce D. Smith	Vice President- Lease Economics and Structuring	14 Winthrop Terrace Wayland, Ma 01788
Philip A. Spokowski	Vice President Tax Reseach and Planning	31 Barnstable Road Wellesley Hills, MA 02181
Lawrence M. Taylor, Jr.	Vice President - International	5 Pheasant Lane Duxbury, MA 02332
Thomas J. Thornton	Vice President - Vehicle Leasing	159 Belmont Avenue Lowell, MA 01852
Joseph P. Tufts	Vice President - Capital Equipment	42 Cornell Road Marblehead, MA 01945
Joseph J. Whiteside	Treasurer	58 Bristol Road Wellesley, MA 02181
Jerrold I. Panich	Assistant Secretary and Assistant Clerk	18 Leo Road Marblehead, MA 01945