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FILED
Apr 29 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 846868 (8)
 1. Corporation Name
BTM FINANCIAL & LEASING CORPORATION B-4



Principal Place of Business 125 SUMMER ST (021101625) P.O. BOX 2332 BOSTON MA 02107 US	Mailing Address 125 SUMMER ST (021101625) P.O. BOX 2332 BOSTON MA 02107-2332 US
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3. Date Incorporated or Qualified 09/03/1980	3a. Date of Last Report 04/24/1996
4. FEI Number 04-2586399	Applied For <input type="checkbox"/> Not Applicable
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
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29 30

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
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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	VP	<input type="checkbox"/> DELETE
NAME	SPOKOWSKI, PHILIP A.	
STREET ADDRESS	125 SUMMER ST.	
CITY-ST-ZIP	BOSTON MA 02110	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	CAROLAN, RICHARD E.	
STREET ADDRESS	125 SUMMER ST.	
CITY-ST-ZIP	BOSTON MA 02110	
TITLE	DCP	<input checked="" type="checkbox"/> DELETE
NAME	MCCULLOCH, EUGENE F., JR	
STREET ADDRESS	125 SUMMER ST.	
CITY-ST-ZIP	BOSTON MA 02110	
TITLE	SVP	<input checked="" type="checkbox"/> DELETE
NAME	LIEBER, MICHAEL W.	
STREET ADDRESS	125 SUMMER ST.	
CITY-ST-ZIP	BOSTON MA 02110	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	STERNSTEIN, PHILIP S.	
STREET ADDRESS	125 SUMMER ST.	
CITY-ST-ZIP	BOSTON MA 02110	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	HORTON, CHARLES E.	
STREET ADDRESS	125 SUMMER ST.	
CITY-ST-ZIP	BOSTON MA 02110	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	See Attached List	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS	125 Summer Street	
1.4 CITY-ST-ZIP	Boston, MA 02110	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input 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 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Charles E. Horton, Jr. 4/29/97 (617) 573-9000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0000461

CR2E034 (9/96)

Directors of BTM Trust Subsidiaries (other than BTM Financial Services, Inc. and BTM Financial Resources, Inc.)

Shin Nakahara
Leo R. Chausse
Yoji Anzai
James F. Winschel, Jr.

Officers of BTM Trust Subsidiaries (Massachusetts)

For BTM Funding Corporation and all other companies other than BTM Financial Resources, Inc., BTM Financial Services, Inc. and U.S. Vehicle Leasing, Inc.:

Shin Nakahara	Chairman of the Board of Directors
Leo R. Chausse	President and Chief Executive Officer
Yoji Anzai*	Executive Vice President
James F. Winschel, Jr.	Executive Vice President and Treasurer
David A. Meehan*	Executive Vice President
Gary L. Christensen*	Senior Vice President
Akiyoshi Ebinuma	Senior Vice President
Tokuhiro Hashi	Senior Vice President
Philip S. Sternstein	Senior Vice President, General Counsel, Secretary and Clerk
Thomas J. Thornton*	Senior Vice President
James F. Winschel, Jr.*	Senior Vice President
Patricia Donoghue*	Vice President
Paul Goss*	Vice President
Kathleen Hall*	Vice President
Charles E. Horton, Jr.*	Vice President
John McCarthy*	Vice President
Paul Nolan*	Vice President
Joseph W. O'Brien*	Vice President
Eric Plugis*	Vice President
Philip A. Spokowski*	Vice President
John Ursino	Vice President