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Feb 03 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 # P04589 (8)

1. Corporation Name
BELL ATLANTIC TRICON LEASING, INC.

Principal Place of Business
1717 ARCH STREET
30TH FLOOR
PHILADELPHIA PA 19103
US

Mailing Address
1717 ARCH STREET
30TH FLOOR
PHILADELPHIA PA 19103-2713
US

3. Date Incorporated or Qualified 01/07/1985
3a. Date of Last Report 05/01/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21 104 CARNEGIE CENTER	26 Suite, Apt. #, etc.	22-2500137	Not Applicable
22 City & State	27 City & State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
23 PRINCETON NJ	28 City & State	<input type="checkbox"/>	
24 Zip 08540	29 Country U.S.A.	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
	30 Country	<input type="checkbox"/>	
9. Name and Address of Current Registered Agent		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PARSONS, JAMES	1.2 NAME	ELLEN C. WOLF
STREET ADDRESS	1717 ARCH STREET 30TH FLOOR	1.3 STREET ADDRESS	1717 ARCH ST.
CITY-ST-ZIP	PHILADELPHIA PA	1.4 CITY-ST-ZIP	PHILADELPHIA PA 19103
TITLE	S	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DOMBROWSKI, RAYMOND	2.2 NAME	
STREET ADDRESS	1717 ARCH STREET 32ND FLOOR	2.3 STREET ADDRESS	
CITY-ST-ZIP	PHILADELPHIA PA	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ALBERTINI, WILLIAM O	3.2 NAME	
STREET ADDRESS	1717 ARCH ST.	3.3 STREET ADDRESS	
CITY-ST-ZIP	PHILADELPHIA PA	3.4 CITY-ST-ZIP	
TITLE	T	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GARRITY, JANET M	4.2 NAME	
STREET ADDRESS	1717 ARCH STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	PHILADELPHIA PA	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STILL, JAMES	5.2 NAME	
STREET ADDRESS	1717 ARCH STREET	5.3 STREET ADDRESS	
CITY-ST-ZIP	PHILADELPHIA PA	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WOLF, ELLEN C	6.2 NAME	
STREET ADDRESS	1717 ARCH STREET 49TH FLOOR	6.3 STREET ADDRESS	
CITY-ST-ZIP	PHILADELPHIA PA	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 190.07(1)(b), 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

600002077966
-02/05/97--01031--039
***165.00

January 7, 1997

Daytime Phone # 0007828

CR2E034 (9/96)