

**FILE NOW: FILING FEE AFTER MAY 1-IS \$550.00**

**FILED**  
**May 15 1997 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F93000001878 (8)**  
 1. Corporation Name  
**AT&T CAPITAL CORPORATION**



Principal Place of Business <b>44 WHIPPANY ROAD MORRISTOWN NJ 07962</b>	Mailing Address <b>44 WHIPPANY ROAD MORRISTOWN NJ 07960-4558</b>
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified <b>04/19/1993</b>	3a. Date of Last Report <b>04/26/1996</b>
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number <b>22-3211453</b>	Applied For <input type="checkbox"/> Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
24. Country	29. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
<b>THE PRENTICE-HALL CORPORATION SYSTEM INC.</b> <b>1201 HAYS STREET</b> <b>SUITE 105</b> <b>TALLAHASSEE FL 32301</b>				81. Name			
				82. Street Address (P.O. Box Number is Not Acceptable)			
				83.			
				84. City	<b>FL</b>	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				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	<b>D</b>	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	<b>Group President</b>	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	<b>PRENDERGAST, S. LAWRENCE</b>			1.2 NAME	<b>Van Sickle, Charles D.</b>		
STREET ADDRESS	<b>ONE OAK WAY</b>			1.3 STREET ADDRESS	<b>44 Whippany Road</b>		
CITY-ST-ZIP	<b>BERKELEY HEIGHTS NJ</b>			1.4 CITY-ST-ZIP	<b>Morristown, NJ 07960</b>		
TITLE	<b>CPD</b>	<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	<b>WAJNERT, THOMAS C</b>			2.2 NAME			
STREET ADDRESS	<b>44 WHIPPANY RD</b>			2.3 STREET ADDRESS			
CITY-ST-ZIP	<b>MORRISTOWN NJ</b>			2.4 CITY-ST-ZIP			
TITLE	<b>VS</b>	<input checked="" type="checkbox"/> DELETE		3.1 TITLE	<b>Senior Vice President</b>	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	<b>MCCARTHY, GEORGE D</b>			3.2 NAME	<b>Dwyer, Edward M.</b>		
STREET ADDRESS	<b>44 WHIPPANY RD</b>			3.3 STREET ADDRESS	<b>44 Whippany Road</b>		
CITY-ST-ZIP	<b>MORRISTOWN NJ 07962</b>			3.4 CITY-ST-ZIP	<b>Morristown, NJ 07960</b>		
TITLE	<b>AVP</b>	<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	<b>BROWER, MARK P.</b>			4.2 NAME			
STREET ADDRESS	<b>44 WHIPPANY RD</b>			4.3 STREET ADDRESS			
CITY-ST-ZIP	<b>MORRISTOWN NJ</b>			4.4 CITY-ST-ZIP			
TITLE	<b>V</b>	<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	<b>HESELINK, ANN</b>			5.2 NAME			
STREET ADDRESS	<b>44 WHIPPANY RD</b>			5.3 STREET ADDRESS			
CITY-ST-ZIP	<b>MORRISTOWN NJ</b>			5.4 CITY-ST-ZIP			
TITLE	<b>AC</b>	<input checked="" type="checkbox"/> DELETE		6.1 TITLE	<b>Secretary</b>	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	<b>SAYTHER, COLLEEN A</b>			6.2 NAME	<b>Ingato, Robert J.</b>		
STREET ADDRESS	<b>44 WHIPPANY RD</b>			6.3 STREET ADDRESS	<b>44 Whippany Road</b>		
CITY-ST-ZIP	<b>MORRISTOWN NJ</b>			6.4 CITY-ST-ZIP	<b>Morristown, NJ 07960</b>		

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 in an attachment with an address.

SIGNATURE: *Mark P. Brower* **Mark P. Brower** 4/11/97 201-397-3000  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

**AT&T CAPITAL CORPORATION  
(FORMERLY AT&T LEASING INC.)  
OFFICER LISTING  
AS OF FEBRUARY 24, 1997**

<b>NAME</b>	<b>TITLE</b>	<b>BUSINESS ADDRESS</b>	<b>RESIDENTIAL ADDRESS</b>	<b>DATE OFFICE TAKEN</b>
Wajnert, Thomas C. 349-34-0258	Chairman and Chief Executive Officer	44 Whippany Road Morristown, NJ 07962	Young Road Bernardsville, NJ 07924	7/23/93
Sadeghi, Mani A. 558-53-6951	Group President	44 Whippany Road Morristown, NJ 07962	35 Manor Drive Morris Township, NJ 07950	09/12/94
VanSickle, Charles D. 262-50-8250	Group President	44 Whippany Road Morristown, NJ 07962	54 Junard Drive Morristown, NJ 07960	1/29/93
Dwyer, Edward M. 282-50-8300	Senior Vice President and Chief Financial Officer	44 Whippany Road Morristown, NJ 07962	110 Witherspoon Street Whitehouse Station, NJ 08889	1/29/93
Morey, Ruth 115-34-7859	Senior Vice President and Chief Information Officer	44 Whippany Road Morristown, NJ 07962	10 Oxford Drive Annandale, NJ 08801	1/29/93
Bridges, William J. 459-66-9958	Vice President - Latin American Business Development	44 Whippany Road Morristown, NJ 07962	12 James Trail Long Valley, NJ 07853	1/29/93
DeBernardi, Michael A. 016-42-4320	Vice President and Chief Credit Officer	44 Whippany Road Morristown, NJ 07962	106 Dora Avenue Waldwick, NJ 07463	1/29/93
Dell, Brent S. 200-32-1267	Vice President - Real Estate	44 Whippany Road Morristown, NJ 07962	150 N. Queenanne Drive Fairless Hills, PA 19030	1/29/93
Fatum, Arthur L. 078-46-1153	Vice President - Europe	44 Whippany Road Morristown, NJ 07962	3 Buttonwood Lane Chatham, NJ 07928	5/31/95
Gerard, Valerie L. 108-58-9050	Vice President - Investor Relations	44 Whippany Road Morristown, NJ 07962	333 Reclor Place Apt. 9P New York, NY 10280	8/29/94
Hesselink, Ann 568-96-3766	Vice President - Taxes and Tax Counsel	44 Whippany Road Morristown, NJ 07962	27 Ballantine Road Mendham, NJ 07945	4/22/94
Ingato, Robert J. 156-54-4928	Senior Vice President, General Counsel and 'Secretary	44 Whippany Road Morristown, NJ 07962	23 Phyllis Place Randolph, NJ 07869	1/29/93
Law, Madelyn C. 383-42-4766	Vice President, Law and Government Affairs and Assistant Secretary	44 Whippany Road Morristown, NJ 07962	Broadway Terrace Chatham, NJ 07928	5/7/93
McAuley, Sara R. 322-54-2482	Senior Vice President - Corporate Resources Officer	44 Whippany Road Morristown, NJ 07962	18 Union Hill Road Denville, NJ 07834	12/5/94
Oliu, Ramon Jr. 140-52-5818	Vice President and Controller	44 Whippany Road Morristown, NJ 07962	279 Bloomsburg - Pittstown Road Milford, NJ 08848	3/1/95
Pfister, Judith 152-52-4728	Vice President - Business Planning	44 Whippany Road Morristown, NJ 07962	11 Shady Brook Court Bell Mead, NJ 08502	1/29/93
Zachary, Carolyn 151-34-2375	Vice President - Corporate Communications	44 Whippany Road Morristown, NJ 07962	24 Shycreek Road Pittstown, NJ 08867	1/29/93
White, Mark	Assistant Secretary	44 Whippany Road Morristown, NJ 07962	44 Whippany Road Morristown, NJ 07962	5/31/95
Kettenstock, Elizabeth A. 098-56-7126	Assistant Treasurer	44 Whippany Road Morristown, NJ 07962	331 Potomac Drive Basking Ridge, NJ 07920	7/21/93
McNaught, James W. 136-58-5313	Assistant Treasurer	44 Whippany Road Morristown, NJ 07962	109 Highmount Avenue Chester, NJ 07930	4/22/94
Votek, Glenn A. 136-52-5671	Vice President and Treasurer	44 Whippany Road Morristown, NJ 07962	3 Kent Court Annandale, NJ 08801	1/29/93
Doomany, Richard G.	Assistant Controller	44 Whippany Road	1588 Paulding Avenue	

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AS OF FEBRUARY 24, 1997**

<b>NAME</b>	<b>TITLE</b>	<b>BUSINESS ADDRESS</b>	<b>RESIDENTIAL ADDRESS</b>	<b>DATE OFFICE TAKEN</b>
146-38-9595		Morristown, NJ 07962	Bronx, NY 10462	1/29/93
Greco, George 102-50-4364	Assistant Controller	44 Whippany Road Morristown, NJ 07962	8 Hannah Lane Valley Cottage, NY 10989	1/29/93
Lucas, William 156-32-5253	Vice President and Chief Information Officer	44 Whippany Road Morristown, NJ 07962	310 West 106th Street New York, NY 10025	10/25/95
Gaines, Michael A. 138-56-9625	Assistant Vice President - Income Taxes	44 Whippany Road Morristown, NJ 07962	30 McBride Way Bridgewater, NJ 08807	4/22/94
Brower, Mark P. 153-42-2206	Assistant Vice President - Tax Operations	44 Whippany Road Morristown, NJ 07962	19 Larissa Lane Thornwood, NY 10594	5/31/95

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<b>AT&amp;T CAPITAL CORPORATION (FORMERLY AT&amp;T LEASING INC.) DIRECTOR LISTING AS OF FEBRUARY 24, 1997</b>				

<b>NAME</b>	<b>TITLE</b>	<b>BUSINESS ADDRESS</b>	<b>RESIDENTIAL ADDRESS</b>	<b>DATE OFFICE TAKEN</b>
Wajnert, Thomas C. 349-34-0258	Director	44 Whippany Road Morristown, NJ 07962	Young Road Bernardsville, NJ 07924	7/23/93
Appleton, John YH556985D	Director	1 St. Martin's-le-Grand London, England EC1A4NP	Ivy Hatch Ct., Stone St. Rd. Sevenoaks Kent TN15 OTQ	10/01/96
Babcock, James V. 476-48-7351	Director	2 Harrison St., 6th Floor San Francisco, CA 94105	630 W. Blithedale Ave. Mill Valley, CA 94941	10/01/96
Banks, David YY069215A	Director	1 St. Martin's-le-Grand London, England EC1A4NP	12 Church Row London NW3 6UT	10/01/96
Chapman, Max C., Jr. 228-58-8169	Director	2 World Financial Center New York, NY 10281-1198	848 Sleepy Hollow Road Briarcliff, NY 10510	10/01/96
Hands, Guy WE213194C	Director	1 St. Martin's-le-Grand London, England EC1A4NP	89 Kippington Road Sevenoaks Kent TW13 2LW	10/01/96
Melone, Joseph J. 196-22-5438	Director	The Equitable Co., 48th 7th Ave., NY, NY 10019	281 Hartshorn Drive Short Hills, NJ 07078	10/01/96
Walker, Brooks, Jr. 569-40-7981	Director	2930 Broadway San Francisco, CA 94115	2930 Broadway San Francisco, CA 94115	10/01/96
Yamaji, Hiromi PA209713B	Director	1 St. Martin's-le-Grand London, England EC1A4NP	131 Lynton Acton, London W13	10/01/96