

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

FILED
May 28 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998	FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F93000001878 (8)
 1. Corporation Name
AT&T CAPITAL CORPORATION

Principal Place of Business 44 WHIPPANY ROAD MORRISTOWN, NJ 07960	Mailing Address 44 WHIPPANY ROAD MORRISTOWN, NJ 07960
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
APRIL 19, 1993

4. FEI Number 22-3211453	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Sulte, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 25 Sulte, Apt. #, etc. 26 City & State 27 Zip 28 Country
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9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FLORIDA 33324		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.

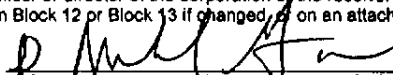
SIGNATURE _____
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	P <input checked="" type="checkbox"/> DELETE VANSICKLE, CHARLES D. 44 WHIPPANY ROAD MORRISTOWN, NJ 07960
TITLE NAME STREET ADDRESS CITY - ST - ZIP	CPD <input checked="" type="checkbox"/> DELETE WAJNERT, THOMAS C. 44 WHIPPANY ROAD MORRISTOWN, NJ 07960
TITLE NAME STREET ADDRESS CITY - ST - ZIP	AVP <input type="checkbox"/> DELETE BROWER, MARK P. 44 WHIPPANY ROAD MORRISTOWN, NJ 07960
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V <input checked="" type="checkbox"/> DELETE HESSELINK, ANN P. 44 WHIPPANY ROAD MORRISTOWN, NJ 07960
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SVP <input checked="" type="checkbox"/> DELETE DWYER, EDWARD M 44 WHIPPANY ROAD MORRISTOWN, NJ 07960
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SVP <input type="checkbox"/> DELETE INGATO, ROBERT J 44 WHIPPANY ROAD MORRISTOWN, NJ 07960

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
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	

SEE SCHEDULE ATTACHED 3491
 -05/28/98--01085--013
 ***150.00

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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 Date 973 397-3000 Daytime Phone #

CR2E034 (10/97)

**AT&T CAPITAL CORPORATION
OFFICER LISTING
AS OF JANUARY 12, 1998**

NAME	TITLE	BUSINESS ADDRESS	RESIDENTIAL ADDRESS
Banks, David F. 263-66-2947	Chairman Of the Board	44 Whippany Road Morristown, NJ 07960	1717 Pilgrim Court Convent Station, NJ 07960
Hudson, Steven K. Canadian	Chief Executive Officer	181 Bay Street Suite 3500 Toronto, Ontario Canada M5J 2T3	10 Highland Avenue Toronto, Ontario Canada M4W 2A3
Jauernig, Daniel A. Canadian	Group President and Chief Financial Officer	44 Whippany Road Morristown, NJ 07960	48 Lawrence Crescent Toronto, Ontario Canada M4N 1N2
McKerroll, David D. Canadian	Group President	181 Bay Street Suite 3500 Toronto, Ontario Canada M5J 2T3	150 Duplex Avenue Toronto, Ontario Canada M5P 2A7
Nullmeyer, Bradley Canadian	Group President	181 Bay Street Suite 3500 Toronto, Ontario Canada M5J 2T3	54 Lascelles Boulevard Toronto, Ontario Canada M5P 2E1
Currie, Paul Canadian	Executive Vice President	181 Bay Street Suite 3500 Toronto, Ontario Canada M5J 2T3	
Roslak, Borden D. Canadian	Executive Vice President	181 Bay Street Suite 3500 Toronto, Ontario Canada M5J 2T3	
DeBernardi, Michael A. 016-42-4320	Executive Vice President - Chief Credit Officer	44 Whippany Road Morristown, NJ 07960	106 Dora Avenue Waldwick, NJ 07463
Sharpless, David J. Canadian	Executive Vice President - International	181 Bay Street Suite 3500 Toronto, Ontario Canada M5J 2T3	
Moore, Scott J. 160-56-2515	Senior Vice President - Legal General Counsel and Secretary	303 East Wacker Drive Chicago, IL 60601	915 Elm Street Western Springs, IL 60558
Jakolev, John Canadian	Senior Vice President - Taxation	181 Bay Street Suite 3500 Toronto, Ontario Canada M5J 2T3	
Ingato, Robert J. 156-54-4928	Senior Vice President,	44 Whippany Road Morristown, NJ 07960	23 Phyllis Place Randolph, NJ 07869
Law, Madelyn C. 383-42-4766	Vice President, Law and Government Affairs and Assistant Secretary	44 Whippany Road Morristown, NJ 07960	Broadway Terrace Chatham, NJ 07928
McAuley, Sara R. 322-54-2482	Senior Vice President - Corporate Resources Officer	44 Whippany Road Morristown, NJ 07960	18 Union Hill Road Denville, NJ 07834
Oliu, Ramon Jr. 140-52-5818	Senior Vice President	44 Whippany Road Morristown, NJ 07960	36 Cambridge Road Bedminster, NJ 07921
Adams, Thomas G. 156-46-6071	Vice President and Controller	44 Whippany Road Morristown, NJ 07960	5 Stonebridge Road Sparta, New Jersey 07871
Bridges, William J. 459-66-9958	Vice President - Latin America Business Development	15280 NW 79th Street Suite 105 Miami Lakes, FL 33016	
Gazzard, Roger	Vice President - Europe	44 Whippany Road Morristown, NJ 07960	
Joss, Gary 486-66-2499	Vice President - Europe	44 Whippany Road Morristown, NJ 07960	
Kettenstock, Elizabeth A.	Assistant Treasurer	44 Whippany Road	331 Potomac Drive

**AT&T CAPITAL CORPORATION
OFFICER LISTING
AS OF JANUARY 12, 1998**

NAME	TITLE	BUSINESS ADDRESS	RESIDENTIAL ADDRESS
098-56-7126		Morristown, NJ 07960	Basking Ridge, NJ 07920
McNaught, James W. 136-58-5313	Assistant Treasurer	44 Whippany Road Morristown, NJ 07960	109 Highmount Avenue Chester, NJ 07930
Votek, Glenn A. 136-52-5671	Executive Vice President and Treasurer	44 Whippany Road Morristown, NJ 07960	3 Kent Court Annandale, NJ 08801
Lieber, Daniel C. 153-56-9534	Vice President - Business Development and Strategic Planning	44 Whippany Road Morristown, NJ 07960	51 Bertmor Drive Stamford, CT 06905
Becker, Donald G. 155-38-7129	Vice President - Taxes and Tax Counsel	44 Whippany Road Morristown, NJ 07960	8 Little Road Branchville, NJ 07826
Lucas, William 156-32-5253	Vice President and Chief Information Officer	44 Whippany Road Morristown, NJ 07960	310 West 106th Street New York, NY 10025
Gaines, Michael A. 138-56-9625	Assistant Vice President - Income Taxes	44 Whippany Road Morristown, NJ 07960	30 McBride Way Bridgewater, NJ 08807
Brower, Mark P. 153-42-2206	Assistant Vice President - Tax Operations	44 Whippany Road Morristown, NJ 07960	19 Larissa Lane Thornwood, NY 10594
Pfister, Judith 152-52-4728	Vice President - Business Planning	44 Whippany Road Morristown, NJ 07960	11 Shady Brook Court Belle Mead, NJ 08502
DuMont, Glen J. 148-56-6308	Assistant General Counsel and Assistant Secretary	44 Whippany Road Morristown, NJ 07960	650 Boulevard Westfield, NJ 07090
Roos, William G. 156-44-1736	Assistant Vice President - Capital Markets	44 Whippany Road Morristown, NJ 07960	156 Pollard Road Mountain Lakes, NJ 07046

**AT&T CAPITAL CORPORATION
DIRECTOR LISTING
AS OF JANUARY 12, 1998**

NAME	TITLE	BUSINESS ADDRESS	RESIDENTIAL ADDRESS
Banks, David F. 263-66-2947	Director	44 Whippany Road Morristown, NJ 07960	1717 Pilgrim Court Convent Station, NJ 07960
Hudson, Steven K. 456-132-456	Director	181 Bay Street Suite 3500 Toronto, Ontario Canada M5J 2T3	10 Highland Avenue Toronto, Ontario Canada M4W 2A3