

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

FILED
May 14 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 # P04280 (4)
 1. Corporation Name
NCR CREDIT CORP.



Principal Place of Business 44 WHIPPANY ROAD MORRISTOWN NJ 07962-1983 US	Mailing Address 44 WHIPPANY ROAD MORRISTOWN NJ 07960-4558 US
--	--

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 07962-1983 30 Country
---	--

3. Date Incorporated or Qualified 12/07/1984	3a. Date of Last Report 05/01/1996
4. FEI Number 31-0996153	Applied For 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 type="checkbox"/> No	

9. Name and Address of Current Registered Agent
**THE PRENTICE HALL CORP. SYSTEM INC
 1201 HAYES ST
 SUITE 105
 TALL. FL 32301**

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City **FL** **85** Zip Code

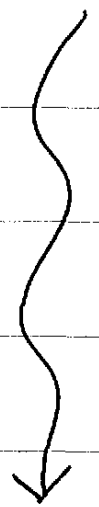
11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

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

12. OFFICERS AND DIRECTORS		
TITLE	AV	<input type="checkbox"/> DELETE
NAME	SMITH, DONNA	
STREET ADDRESS	44 WHIPPANY RD	
CITY - ST - ZIP	MORRISTOWN NJ	
TITLE	C	<input type="checkbox"/> DELETE
NAME	WAJNERT, THOMAS C.	
STREET ADDRESS	44 WHIPPANY ROAD	
CITY - ST - ZIP	MORRISTOWN NJ	
TITLE	P	<input type="checkbox"/> DELETE
NAME	DEEHAN, GEORGE	
STREET ADDRESS	44 WHIPPANY RD	
CITY - ST - ZIP	MORRISTOWN NJ	
TITLE	T	<input type="checkbox"/> DELETE
NAME	DWYER, EDWARD M.	
STREET ADDRESS	44 WHIPPANY ROAD	
CITY - ST - ZIP	MORRISTOWN NJ	
TITLE	VC	<input type="checkbox"/> DELETE
NAME	ROTHMAN, IRVING H.	
STREET ADDRESS	44 WHIPPANY ROAD	
CITY - ST - ZIP	MORRISTOWN NJ	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	PFEIFFENBERGER, JOHN R.	
STREET ADDRESS	1700 SOUTH PATERSON BOULEVARD	
CITY - ST - ZIP	DAYTON OH	

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		

PLEASE SEE ATTACHED



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, on an attachment with an address.

SIGNATURE: *Michael...* *Michael...* **4/29/97** **201** **397-3264**

CR2E034 (9/96)

EFFECTIVE 10/01/86

NCR CREDIT CORPORATION - OFFICERS

FEIN# 31-0996153

NAME & SS#	TITLE	BUSINESS ADDRESS	RESIDENTIAL ADDRESS
Thomas C. Wajnert 349-34-0258	Chairman	44 Whippany Road Morristown, NJ 07962-1883	Young Road Bernardsville, NJ
Mani A. Sadeghi 558-53-6951	Vice Chairman	44 Whippany Road Morristown, NJ 07962-1983	35 Manor Drive Morris Township, NJ 07960
Gerri Gold 070-38-6264	President and Chief Operating Officer	44 Whippany Road Morristown, NJ 07962-1983	24 Smoke Rise Road Bedminster, NJ 07921
Thomas Adams 156-46-6071	Vice President and Chief Financial Officer	44 Whippany Road Morristown, NJ 07962-1983	5 Stonebridge Road Sparta, NJ 07871
William P. Hadicke 201-40-9021	Vice President - Government Functions	2 Gatehall Drive Parsippany, NJ 07054	308 East Mountain Road Belle Mead, NJ 08502
Ann P. Hesselink 568-96-3766	Vice President - Taxes & Tax Counsel	44 Whippany Road Morristown, NJ 07962-1983	27 Ballantine Rd., PO Box 413 Mendham, NJ 07945
Douglas P. Trump 195-36-5669	Chief Counsel and Assistant Secretary	2 Gatehall Drive Parsippany, NJ 07054	15 Inwood Road Chatham, NJ 07928
Glenn Votek 138-52-5671	Treasurer	44 Whippany Road Morristown, NJ 07962-1983	3 Kent Court Annandale, NJ 08801
Robert J. Ingato 156-54-4928	Secretary	44 Whippany Road Morristown, NJ 07962-1983	23 Phyllis Place Randolph, NJ 07869
Mark P. Brower 153-42-2206	Asst. Vice President Tax Operations	44 Whippany Road Morristown, NJ 07962-1983	19 Larissa Lane Thornwood, NY 10594
Michael A. Gaines 138-56-9625	Asst. Vice President Income Taxes	44 Whippany Road Morristown, NJ 07962-1983	30 McBride Way Bridgewater, NJ 08807
Glen J. DuMont 148-56-6308	Assistant Secretary	2 Gatehall Drive Parsippany, NJ 07054	650 Boulevard Westfield, NJ 07090
Madelyn C. Law 383-42-4766	Assistant Secretary	44 Whippany Road Morristown, NJ 07962-1983	11 Broadview Terrace Chatham, NJ 07928

O:\BIANCA\OFFICER\NCR&CCF.WK4

**NCR CREDIT CORPORATION
DIRECTORS**

NAME & SS#	BUSINESS ADDRESS	RESIDENTIAL ADDRESS
Thomas C. Wajnert 349-34-0258	44 Whippany Road Morristown, NJ 07962-1983	Young Road Bernardsville, NJ
George Deehan 023-42-8362	44 Whippany Road Morristown, NJ 07962-1983	181 Turn of River Rd. Stanford, CT 06905
Charles Van Sickle 262-50-8250	44 Whippany Road Morristown, NJ 07962-1983	54 Junard Drive Morristown, NJ 07960

O:\BIANCA\OFFICER\NCR&CCF.WK4