


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

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

|  |   |   |
|--|---|---|
| PROFIT CORPORATION<br>ANNUAL REPORT<br><b>1997</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|--|---|---|

**DOCUMENT # P28027 (1)**

1. Corporation Name  
**AT&T COMMERCIAL FINANCE CORPORATION**



|  |  |
|--|--|
| Principal Place of Business<br><b>44 WHIPPANY ROAD<br/>                 MORRISTOWN NJ 01962-8983</b> | Mailing Address<br><b>44 WHIPPANY ROAD<br/>                 MORRISTOWN NJ 07960-4558</b> |
|--|--|

|                                |                         |   |  |
|--------------------------------|-------------------------|---|--|
| 2. Principal Place of Business | 2a. Mailing Address     | 3. Date Incorporated or Qualified<br><b>02/07/1990</b>  | 3a. Date of Last Report<br><b>05/01/1996</b> |
| 21. Suite, Apt. #, etc.        | 26. Suite, Apt. #, etc. | 4. FEI Number<br><b>22-3014356</b>  | Applied For<br>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             | 30. 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<br><b>THE PRENTICE-HALL CORPORATION SYSTEM INC.<br/>                 1201 HAYS STREET<br/>                 SUITE 105<br/>                 TALLAHASSEE FL 32301</b> |           | 10. Name and Address of New Registered Agent |  |
| 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: \_\_\_\_\_ DATE: \_\_\_\_\_  
(NOTE: Registered Agent signature required when reinstating)

| 12. OFFICERS AND DIRECTORS |                                  | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |   |
|----------------------------|----------------------------------|---|---|
| TITLE                      | CD<br>WAJNERT, THOMAS C          | 1.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | 44 WHIPPANY RD<br>MORRISTOWN NJ  | 1.2 NAME  |   |
| STREET ADDRESS             |                                  | 1.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                |                                  | 1.4 CITY-ST-ZIP                                       |   |
| TITLE                      | T<br>DWYER, EDWARD               | 2.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | 44 WHIPPANY RD<br>MORRISTOWN NJ  | 2.2 NAME  |   |
| STREET ADDRESS             |                                  | 2.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                |                                  | 2.4 CITY-ST-ZIP                                       |   |
| TITLE                      | SD<br>MCCARTHY, G. D.            | 3.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | 44 WHIPPANY RD.<br>MORRISTOWN NJ | 3.2 NAME  |   |
| STREET ADDRESS             |                                  | 3.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                |                                  | 3.4 CITY-ST-ZIP                                       |   |
| TITLE                      | VP<br>HESSELINK, ANN P           | 4.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | 44 WHIPPANY RD<br>MORRISTOWN NJ  | 4.2 NAME  |   |
| STREET ADDRESS             |                                  | 4.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                |                                  | 4.4 CITY-ST-ZIP                                       |   |
| TITLE                      | AS<br>INGATO, R. J.              | 5.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | 44 WHIPPANY RD.<br>MORRISTOWN NJ | 5.2 NAME  |   |
| STREET ADDRESS             |                                  | 5.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                |                                  | 5.4 CITY-ST-ZIP                                       |   |
| TITLE                      | P<br>EDWARDS, ANDREWS W          | 6.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | 44 WHIPPANY RD<br>MORRISTOWN NJ  | 6.2 NAME  |   |
| STREET ADDRESS             |                                  | 6.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                |                                  | 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:  **SIGNATURE REQUIRED** 4/28/97 801-397-3000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)

**AT & T COMMERCIAL FINANCE CORPORATION**  
**LIST OF OFFICERS**  
**FEIN: 22-3014388**

| NAME & TITLE  | BOC SEC. #  | BUSINESS ADDRESS                                 | RESIDENCE ADDRESS                                      | DATE TAKING OFFICE |
|---|-------------|--|--|--------------------|
| <b>THOMAS C. WAJNERT</b><br><i>Chairman and Chief Executive Officer</i>       | 349-34-0258 | 44 Whippany Road<br>Morristown, NJ 07962         | Young Road (no Number)<br>Bernardsville, NJ 07924      | 01/25/90           |
| <b>IRVING H. ROTHMAN</b><br><i>Vice Chairman</i>                              | 139-38-3489 | 44 Whippany Road<br>Morristown, NJ 07962         | 776 Lenape Trail<br>Westfield, NJ 07090                | 03/01/95           |
| <b>EDWARD W. ANDREWS, JR.</b><br><i>President and Chief Operating Officer</i> | 155-36-2065 | 44 Whippany Road<br>Morristown, NJ 07962         | 71 Platz Drive<br>Stilman, NJ 08558                    | 03/01/95           |
| <b>JOHN J. CANNING</b><br><i>President and Chief Operating Officer</i>        | 044-32-4480 | 44 Whippany Road<br>Morristown, NJ 07962         | 36 Holy Lane<br>Darien, CT 06820                       | 03/01/95           |
| <b>JAMES S. TENNER</b><br><i>President and Chief Operating Officer</i>        | 116-42-1217 | 550 Coohluate Road<br>Frammingham, MA 01701      | 169 Partridge Lane<br>Concord, MA 01742                | 03/01/95           |
| <b>GEORGE D. McCARTHY</b><br><i>Secretary</i>                                 | 212-54-1128 | 44 Whippany Road<br>Morristown, NJ 07962         | 82 Van Doren Avenue<br>Chatham, NJ 07928               | 12/22/89           |
| <b>EDWARD M. DWYER</b><br><i>Treasurer</i>                                    | 282-50-8300 | 44 Whippany Road<br>Morristown, NJ 07962         | 110 Witherspoon Street<br>Whitehouse Station, NJ 08889 | 03/08/93           |
| <b>ANN P. HESSELINK</b><br><i>Vice President Taxes &amp; Tax Counsel</i>      | 568-96-3786 | 44 Whippany Road<br>Morristown, NJ 07962         | 27 Balantine Road<br>Mendham, NJ 07945                 | 04/01/94           |
| <b>MARK P. BROWER</b><br><i>Assistant Vice President - Tax Operations</i>     | 153-42-2208 | 44 Whippany Road<br>Morristown, NJ 07962         | 19 Larissa Lane<br>Thornwood, NY 10594                 | 06/31/95           |
| <b>RAMON OLIU, JR.</b><br><i>Controller</i>                                   | 140-52-5818 | 44 Whippany Road<br>Morristown, NJ 07962         | 279 Bloomsburg-Pittstown Road<br>Milford, N.J. 08848   | 03/01/95           |
| <b>MICHAEL A. GAINES</b><br><i>Assistant Vice President - Income Taxes</i>    | 138-56-9625 | 44 Whippany Road<br>Morristown, NJ 07962         | 30 McBride Way<br>Bridgewater, NJ 08807                | 03/01/95           |
| <b>GLENN A. VOTEK</b><br><i>Assistant Treasurer</i>                           | 136-52-5671 | 44 Whippany Road<br>Morristown, NJ 07962         | 3 Kent Court<br>Annandale, NJ 08889                    | 03/08/93           |
| <b>WILLIAM C. CAREY</b><br><i>Assistant Secretary</i>                         | 139-58-0086 | 44 Whippany Road<br>Morristown, NJ 07962         | 29 Oakley Avenue<br>Summit, NJ 07901                   | 03/01/95           |
| <b>FRANCIS X. CHAFFIOTTE</b><br><i>Assistant Secretary</i>                    | 155-50-2186 | 44 Whippany Road<br>Morristown, NJ 07962         | 307 Clesson Court<br>Somerset, NJ 08873                | 03/01/95           |
| <b>JOHN C. CHOBOT</b><br><i>Assistant Secretary</i>                           | 109-38-6806 | 44 Whippany Road<br>Morristown, NJ 07962         | 23 Laurel Hill Drive<br>Randolph, NJ 07869             | 03/01/95           |
| <b>BRENDAN ECCLESTON</b><br><i>Assistant Secretary</i>                        | 099-58-4656 | 44 Whippany Road<br>Morristown, NJ 07962         | 4 Countryside Court<br>Manalapan, NJ 07726             | 03/01/95           |
| <b>LOUIS B. FONTANA, JR.</b><br><i>Assistant Secretary</i>                    | 483-58-4906 | 44 Whippany Road<br>Morristown, NJ 07962         | 3 Wakefield Drive<br>Hackensack, NJ 07840              | 03/01/95           |
| <b>ROBERT J. INGATO</b><br><i>Assistant Secretary</i>                         | 156-54-4928 | 44 Whippany Road<br>Morristown, NJ 07962         | 23 Phyllis Place<br>Randolph, NJ 07869                 | 03/08/93           |
| <b>MADEYLN C. LAW</b><br><i>Assistant Secretary</i>                           | 383-42-4766 | 44 Whippany Road<br>Morristown, NJ 07962         | 11 Broadway Terrace<br>Chatham, NJ 07928               | 03/01/95           |
| <b>BARBARA A. MESEROLE</b><br><i>Assistant Secretary</i>                      | 078-52-1736 | 44 Whippany Road<br>Morristown, NJ 07962         | 11 Chilton Street<br>Bernardsville, NJ 07924           | 03/01/95           |
| <b>JOHN P. SIRICO II</b><br><i>Assistant Secretary</i>                        | 133-40-0916 | 44 Whippany Road<br>Morristown, NJ 07962         | 71 Cardinal Street<br>Pearl River, NY 10965            | 03/01/95           |
| <b>DOUGLAS P. TRUMP</b><br><i>Assistant Secretary</i>                         | 195-36-5669 | 2 Gatehall Drive<br>Parlappany, NJ 07054         | 15 Inwood Road<br>Chatham, NJ 07928                    | 03/01/95           |
| <b>BANDRA L. WALD</b><br><i>Assistant Secretary</i>                           | 137-40-1883 | 222 SW Columbia, Suite 800<br>Portland, OR 97201 | 3588 Southwest Hillside Drive<br>Portland, OR 97221    | 03/01/95           |

**AT & T COMMERCIAL FINANCE CORPORATION**  
**LIST OF DIRECTORS**  
**FEIN: 22-3014388**

| NAME & TITLE         | SOC. SEC. # | BUSINESS ADDRESS                         | RESIDENCE ADDRESS                                 | DATE TAXING OFFICE |
|----------------------|-------------|--|---|--------------------|
| THOMAS C. WAJNERT    | 348-34-0258 | 44 Whippery Road<br>Morristown, NJ 07962 | Young Road (no Number)<br>Bernardsville, NJ 07924 | 01/25/90           |
| GEORGE D. MCCARTHY   | 212-54-1128 | 44 Whippery Road<br>Morristown, NJ 07962 | 82 Van Doren Avenue<br>Chatham, NJ 07928          | 12/22/89           |
| IRVING H. ROTHMAN    | 139-38-3489 | 44 Whippery Road<br>Morristown, NJ 07962 | 776 Lenape Trail<br>Westfield, NJ 07090           | 12/22/89           |
| CHARLES D. VANSICKLE | 282-50-8250 | 44 Whippery Road<br>Morristown, NJ 07962 | 64 Junard Drive<br>Morristown, NJ 07960           | 03/16/90           |
| RUTH A. MOREY        | 115-34-7859 | 44 Whippery Road<br>Morristown, NJ 07962 | 5 Oxford Court<br>Annandale, NJ 08801             | 01/14/91           |
| EDWARD M. DWYER      | 282-50-8300 | 44 Whippery Road<br>Morristown, NJ 07962 | 110 Witherspoon Street<br>Whitehouse, NJ 08890    | 03/08/93           |