




No. C101965	Annual Report Form 1997 Due No Later Than November 30,		2. Registered Agent and Office NOT A P.O. BOX													
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED ** FINAL NOTICE **	1. Mailing Address - Please Correct, If Not Correct AT&T CAPITAL CORPORATION MARK BROWER 44 WHIPPANY RD MORRISTOWN NJ 07962		PRENTICE-HALL CORP SYSTE 200 N 23RD ST BOISE ID 83702 3. Organized Under the Laws of: DE C101965													
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one) <table border="0" style="width:100%"> <tr> <td style="text-align:center"><u>Office held</u></td> <td style="text-align:center"><u>Name</u></td> <td style="text-align:center"><u>Street or P.O. Address</u></td> <td style="text-align:center"><u>City</u></td> <td style="text-align:center"><u>State</u></td> <td style="text-align:center"><u>Zip</u></td> </tr> <tr> <td colspan="6" style="text-align:center; height: 150px; vertical-align: middle;">SEE ATTACHED</td> </tr> </table>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	SEE ATTACHED					
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5.		6. <table border="0" style="width:100%"> <tr> <td style="width:30%">Signature</td> <td style="width:30%"></td> <td style="width:20%">Date</td> <td colspan="2" style="width:20%">10-29-97</td> </tr> <tr> <td>Name (Typed or Printed)</td> <td>MARK BROWER</td> <td>Title</td> <td colspan="2">ASST. V. P.</td> </tr> </table>			Signature		Date	10-29-97		Name (Typed or Printed)	MARK BROWER	Title	ASST. V. P.			
Signature		Date	10-29-97													
Name (Typed or Printed)	MARK BROWER	Title	ASST. V. P.													

ISSUED: 10-04-1997

DO NOT TAPE OR STAPLE

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

NAME	TITLE	BUSINESS ADDRESS	RESIDENTIAL ADDRESS	DATE OFFICE TAKEN
AT&T CAPITAL CORPORATION (FORMERLY AT&T LEASING INC.) OFFICER LISTING AS OF FEBRUARY 24, 1997				

NAME	TITLE	BUSINESS ADDRESS	RESIDENTIAL ADDRESS	DATE OFFICE TAKEN
Wajnert, Thomas C. [REDACTED]	Chairman and Chief Executive Officer	44 Whippany Road Morristown, NJ 07960	Young Road Bernardsville, NJ 07924	7/23/93
Sadeghi, Mani A. [REDACTED]	Group President	44 Whippany Road Morristown, NJ 07960	35 Manor Drive Morris Township, NJ 07950	09/12/94
VanSickle, Charles D. [REDACTED]	Group President	44 Whippany Road Morristown, NJ 07960	54 Junard Drive Morristown, NJ 07960	1/29/93
Dwyer, Edward M. [REDACTED]	Senior Vice President and Chief Financial Officer	44 Whippany Road Morristown, NJ 07960	110 Witherspoon Street Whitehouse Station, NJ 08889	1/29/93
Morey, Ruth [REDACTED]	Senior Vice President and Chief Information Officer	44 Whippany Road Morristown, NJ 07960	10 Oxford Drive Annandale, NJ 08801	1/29/93
Bridges, William J. [REDACTED]	Vice President - Latin American Business Development	44 Whippany Road Morristown, NJ 07960	12 James Trail Long Valley, NJ 07853	1/29/93
DeBernardi, Michael A. [REDACTED]	Vice President and Chief Credit Officer	44 Whippany Road Morristown, NJ 07960	106 Dora Avenue Waldwick, NJ 07463	1/29/93
Dell, Brent S. [REDACTED]	Vice President - Real Estate	44 Whippany Road Morristown, NJ 07960	150 N. Queenanne Drive Fairless Hills, PA 19030	1/29/93
Fatum, Arthur L. [REDACTED]	Vice President - Europe	44 Whippany Road Morristown, NJ 07960	3 Buttonwood Lane Chatham, NJ 07928	5/31/95
Gerard, Valerie L. [REDACTED]	Vice President - Investor Relations	44 Whippany Road Morristown, NJ 07960	333 Rector Place Apt. 9P New York, NY 10280	8/29/94
Hesselink, Ann [REDACTED]	Vice President - Taxes and Tax Counsel	44 Whippany Road Morristown, NJ 07960	27 Ballantine Road Mendham, NJ 07945	4/22/94
Ingato, Robert J. [REDACTED]	Senior Vice President, General Counsel and 'Secretary	44 Whippany Road Morristown, NJ 07960	23 Phyllis Place Randolph, NJ 07869	1/29/93
Law, Madelyn C. [REDACTED]	Vice President, Law and Government Affairs and Assistant Secretary	44 Whippany Road Morristown, NJ 07960	Broadway Terrace Chatham, NJ 07928	5/7/93
McAuley, Sara R. [REDACTED]	Senior Vice President - Corporate Resources Officer	44 Whippany Road Morristown, NJ 07960	18 Union Hill Road Denville, NJ 07834	12/5/94
Oliu, Ramon Jr. [REDACTED]	Vice President and Controller	44 Whippany Road Morristown, NJ 07960	279 Bloomsburg - Pittstown Road Milford, NJ 08848	3/1/95
Pfister, Judith [REDACTED]	Vice President - Business Planning	44 Whippany Road Morristown, NJ 07960	11 Shady Brook Court Bell Mead, NJ 08502	1/29/93
Zachary, Carolyn [REDACTED]	Vice President - Corporate Communications	44 Whippany Road Morristown, NJ 07960	24 Shycreek Road Pittstown, NJ 08867	1/29/93
White, Mark [REDACTED]	Assistant Secretary	44 Whippany Road Morristown, NJ 07960	44 Whippany Road Morristown, NJ 07962	5/31/95
Kettenstock, Elizabeth A. [REDACTED]	Assistant Treasurer	44 Whippany Road Morristown, NJ 07960	331 Potomac Drive Basking Ridge, NJ 07920	7/21/93

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McNaught, James W. [REDACTED]	Assistant Treasurer	44 Whippany Road Morristown, NJ 07960	109 Highmount Avenue Chester, NJ 07930	4/22/94
Votek, Glenn A. [REDACTED]	Vice President and Treasurer	44 Whippany Road Morristown, NJ 07960	3 Kent Court Annandale, NJ 08801	1/29/93
Doomany, Richard G. [REDACTED]	Assistant Controller	44 Whippany Road Morristown, NJ 07960	1588 Paulding Avenue Bronx, NY 10462	1/29/93
Greco, George [REDACTED]	Assistant Controller	44 Whippany Road Morristown, NJ 07960	8 Hannah Lane Valley Cottage, NY 10989	1/29/93
Lucas, William [REDACTED]	Vice President and Chief Information Officer	44 Whippany Road Morristown, NJ 07960	310 West 106th Street New York, NY 10025	10/25/95
Gaines, Michael A. [REDACTED]	Assistant Vice President - Income Taxes	44 Whippany Road Morristown, NJ 07960	30 McBride Way Bridgewater, NJ 08807	4/22/94
Brower, Mark P. [REDACTED]	Assistant Vice President - Tax Operations	44 Whippany Road Morristown, NJ 07960	19 Larissa Lane Thornwood, NY 10594	5/31/95
De Vico, Louis [REDACTED]	Senior Manager - State and Local Taxes	44 Whippany Road Morristown, NJ 07960	56 Bechstein Drive Aberdeen, NJ 07747	02/27/97
* Bass, Mark [REDACTED]	Senior Manager - Federal Taxes	44 Whippany Road Morristown, NJ 07960	90 Mt. Kemble Avenue, Apt. C7 Morristown, NJ 07960	02/27/97
Fontana, Louis B., Jr. [REDACTED]	Assistant Secretary	44 Whippany Road Morristown, NJ 07960	3 Wakefield Drive Hackettstown, NJ 07840	02/27/97
Andrews, Edward W, Jr. [REDACTED]	Vice President - Capital Markets	44 Whippany Road Morristown, NJ 07960	82 Braemar Drive Wayne, NJ 07470	02/27/97
Roos, William G.	Assistant Vice President - Capital Markets	44 Whippany Road Morristown, NJ 07960	44 Whippany Road Morristown, NJ 07960	02/27/97

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NAME	TITLE	BUSINESS ADDRESS	RESIDENTIAL ADDRESS	DATE OFFICE TAKEN
AT&T CAPITAL CORPORATION (FORMERLY AT&T LEASING INC.) DIRECTOR LISTING AS OF FEBRUARY 24, 1997				

NAME	TITLE	BUSINESS ADDRESS	RESIDENTIAL ADDRESS	DATE OFFICE TAKEN
Wajnert, Thomas C. [REDACTED]	Director	44 Whippary 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. [REDACTED]	Director	2 Hamison 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. [REDACTED]	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. [REDACTED]	Director	The Equitable Co., 48th 7th Ave., NY, NY 10019	281 Hartshorn Drive Short Hills, NJ 07078	10/01/96
Walker, Brooks, Jr. [REDACTED]	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