

No. C 83738	Annual Report Form 1996 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 * FIRST NOTICE *	1. Mailing Address - Please Correct, If Not Correct AT&T CAPITAL LEASING SERVICE THE CORPORATE CENTER 44 WHIPPANY RD 550 COCHITUATE ROAD THORNTON NJ 07960 PO BOX 9103 FRAMINGHAM MA 01701 9104		PRENTICE-HALL CORP SYSTEM 200 N 23RD ST BOISE ID 83702 3. Organized Under the Laws of: MA C 83738													
4. Corporations: Enter Names and 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 SCHEDULE 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 SCHEDULE ATTACHED					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>											
SEE SCHEDULE ATTACHED																
5. NATURE OF BUSINESS EQUIPMENT LEASING		6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete. Signature <u>Michael A. Jones</u> Date <u>10/15/96</u> Name (Typed or Printed) <u>Michael Jones</u> Title <u>ASST V.P.</u>														

ISSUED: 07-06-1996

AT&T CAPITAL LEASING SERVICES, INC.
(FKA EATON FINANCIAL CORPORATION)

Officers and Directors

NAME & TITLE	SOC. SEC. #	BUSINESS ADDRESS	HOME ADDRESS
THOMAS C. WAJNERT <i>Chairman & Chief Executive Officer</i>		44 Whippany Road Morristown, NJ 07962	Young Road Bernardsville, NJ 07924
IRVING H. ROTHMAN <i>Vice Chairman</i>		44 Whippany Road Morristown, NJ 07962	776 Lenape Trail Westfield, NJ 07090
JAMES S. TENNER <i>President and Chief Operating Officer</i>		The Corporate Center 550 Cochituate Road Framingham, MA 01701	169 Partridge Lane Concord, MA 01742
EDWARD M. DWYER <i>Treasurer</i>		44 Whippany Road Morristown, NJ 07962	110 Witherspoon Street Whitehouse Station, NJ 08889
GLEN A. VOTEK <i>Asst. Treasurer</i>		44 Whippany Road Morristown, NJ 07962	3 Kent Court Annandale, NJ 08801
JOHN R. PFEIFFENBERGER <i>Senior Vice President & Chief Financial Officer</i>		550 Cochituate Road Framingham, MA 01701	5 Kendall Drive Westborough, MA 01581
ROBERT J. McCARTHY <i>Senior Vice President, Chief Counsel and Assistant Secretary</i>		The Corporate Center 550 Cochituate Road Framingham, MA 01701	1296 Worcester Rd. # P311 Framingham, MA 01701
DONNA M. DRISCOLL <i>Senior Vice President</i>		The Corporate Center 550 Cochituate Road Framingham, MA 01701	46 Country Drive Weston, MA 02193
RALPH VISCOMI <i>Senior Vice President</i>		44 Whippany Road Morristown, NJ 07962	19 Ledge Hill Rd. South Borrough, MA 01772
KEITH A. WILTON <i>Senior Vice President</i>		The Corporate Center 550 Cochituate Rd. Framingham, MA 01701	145 Leland Farm Rd. Ashland, MA 01721
SHERYL FIKSE <i>Senior Vice President</i>		500 Chastain Centre Blvd. Kennesaw, GA 30144	126 Clubhouse Drive Kennesaw, GA 30144
KAREN L. LARSON <i>Senior Vice President</i>		4420 Rosewood Drive Pleasanton, CA 94566	46 Chaucer Court San Ramon, CA 94583
G. DANIEL McCARTHY <i>Secretary</i>		44 Whippany Road Morristown, NJ 07962	82 Van Doren Avenue Chatham, NJ 07928
THOMAS HERLIHY <i>Senior Vice President</i>		The Corporate Center 550 Cochituate Road Framingham, MA 01701	100 Trailside Way Ashland, MA 01721
ERIC A. MCGRUFF <i>Assistant Secretary</i>		The Corporate Center 550 Cochituate Road Framingham, MA 01701	2901 Windsor Drive Westborough, MA 01581
MARK J. KELLY <i>Senior Vice President</i>		The Corporate Center 550 Cochituate Rd. Framingham, MA 01701	12 Partridge Pond Road Acton, MA 01720
MICHELE J. LANGSTAFF <i>Senior Vice President</i>		The Corporate Center 550 Cochituate Road Framingham, MA 01701	21 Revolutionary Road Sudbury, MA 01776
WILLIAM F. BURKE <i>Senior Vice President</i>		222 SW Columbia, Suite 800 Portland, OR 97201	10 Overway Lake Oswego, OR 97034
THOMAS D. ROOSE <i>Senior Vice President</i>		The Corporate Center 550 Cochituate Road Framingham, MA 01701	45 Rambling Road Sudbury, MA 01776
SANDRA L. WALD <i>Assistant Secretary</i>		222 SW Columbia, Suite 800 Portland, OR 97201	3588 Southwest Hillside Drive Portland, OR 97221

AT&T CAPITAL LEASING SERVICES, INC.
(fka Eaton Financial Corporation)

OFFICERS CONTINUED

MICHAEL GAINES <i>Asst. Vice President - Income Taxes</i>		44 Whippany Road Morristown, NJ 07962	30 McBride Way Bridgewater, NJ 08807
ROBERT J. INGATO <i>Assistant Secretary</i>		44 Whippany Road Morristown, NJ 07962	46 Baldwin Court Basking Ridge, NJ 07920
PATRICK L. GRADY <i>Assistant Secretary</i>		The Corporate Center 550 Cochituate Road Framingham, MA 01701	43 Ledgewood Road Framingham, MA 01701
MADELYN C. LAW <i>Assistant Secretary</i>		44 Whippany Road Morristown, NJ 07962	11 Broadview Terrace Chatham, NJ 07928
MARK G. WILLIAMS <i>Assistant Secretary</i>		The Corporate Center 550 Cochituate Road Framingham, MA 01701	530 Columbus Avenue #6 Boston, MA 02118
ANN P. HESSELINK <i>Vice President - Taxes</i>		44 Whippany Road Morristown, NJ 07962	27 Ballentine Road Mendham, NJ 07945
MARK P. BROWER <i>Assistant Vice President - Tax Operations</i>		44 Whippany Road Morristown, NJ 07962	19 Larissa Lane Thornwood, NY 10594

DIRECTORS

G. DANIEL MCCARTHY <i>Secretary</i>		44 Whippany Road Morristown, NJ 07962	82 Van Doren Avenue Chatham, NJ 07928
RUTH A. MOREY		44 Whippany Road Morristown, NJ 07962	10 Oxford Drive Annandale, NJ 08801
IRVING H. ROTHMAN <i>Vice Chairman</i>		44 Whippany Road Morristown, NJ 07962	776 Lenape Trail Westfield, NJ 07090
EDWARD M. DWYER <i>Treasurer</i>		44 Whippany Road Morristown, NJ 07962	110 Witherspoon Street Whitehouse Station, NJ 08889
JAMES S. TENNER		The Corporate Center 550 Cochituate Road Framingham, MA 01701	169 Partridge Lane Concord, MA 01742
CHARLES D. VAN SICKLE		44 Whippany Road Morristown, NJ 07962	54 Junard Drive Morristown, NJ 07960
THOMAS C. WAJNERT <i>Chairman</i>		44 Whippany Road Morristown, NJ 07962	Young Road Bernardsville, NJ 97924