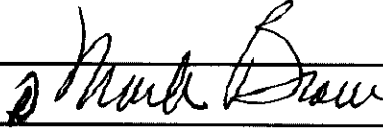


| No. C 101965   | <b>Annual Report Form</b><br><i>Due No Later Than November 30,</i>  |   | 2. Registered Agent and Office <b>NOT A P.O. BOX</b>    |              |                    |             |                               |             |              |            |                              |  |  |  |  |  |
|--|---|---|---|--------------|--------------------|-------------|-------------------------------|-------------|--------------|------------|------------------------------|--|--|--|--|--|
| Return to:<br>SECRETARY OF STATE<br>700 WEST JEFFERSON<br>PO BOX 83720<br>BOISE, ID 83720-0080<br><b>NO FEE REQUIRED</b>   | 1. Mailing Address - Please Correct. If Not Correct   |   | CT CORPORATION SYSTEM<br>300 N 6TH ST<br>BOISE ID 83701 |              |                    |             |                               |             |              |            |                              |  |  |  |  |  |
|  | AT&T CAPITAL CORPORATION<br>MARK BROWER<br><del>44 WHIPPANY RD</del> 2 Gatehall Drive<br><del>MORRISTOWN NJ 07962</del> Parsippany, NJ<br>07054 |   |   |              |                    |             |                               |             |              |            |                              |  |  |  |  |  |
| 4. Corporations: Enter Names and Business Addresses of <b>President, Secretary and Directors</b><br>Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one)  |   |   | 3. Organized Under the Laws of:<br>Delaware #101965     |              |                    |             |                               |             |              |            |                              |  |  |  |  |  |
| <table border="0" style="width: 100%;"> <thead> <tr> <th style="text-align: left;"><u>Office held</u></th> <th style="text-align: left;"><u>Name</u></th> <th style="text-align: left;"><u>Street or P.O. Address</u></th> <th style="text-align: left;"><u>City</u></th> <th style="text-align: left;"><u>State</u></th> <th style="text-align: left;"><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6" style="text-align: center; padding: 20px;"><i>See Schedule Attached</i></td> </tr> </tbody> </table> |   |   |   |              | <u>Office held</u> | <u>Name</u> | <u>Street or P.O. Address</u> | <u>City</u> | <u>State</u> | <u>Zip</u> | <i>See Schedule Attached</i> |  |  |  |  |  |
| <u>Office held</u>   | <u>Name</u>   | <u>Street or P.O. Address</u>   | <u>City</u>   | <u>State</u> | <u>Zip</u>         |             |                               |             |              |            |                              |  |  |  |  |  |
| <i>See Schedule Attached</i>   |   |   |   |              |                    |             |                               |             |              |            |                              |  |  |  |  |  |
| 5. Signature of New Registered Agent   |   | 6. Signature  Date <i>11/10/99</i><br>Name (Typed or Printed) _____ Title _____ |   |              |                    |             |                               |             |              |            |                              |  |  |  |  |  |

**AT&T Capital Corporation**
**LIST OF OFFICERS**

FEIN: 22-3211453

| NAME & TITLE   | SOC. SEC. #<br>Canadian SIN # | BUSINESS ADDRESS                         | RESIDENCE ADDRESS                                 |
|--|-------------------------------|--|---|
| <b>STEVEN K. HUDSON</b><br><i>Chief Executive Officer</i>                                    | 456-320-456                   | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 10 Highland Avenue<br>Toronto, ON M4W 2A3         |
| <b>David F. Banks</b><br><i>Chairman of the Board</i>  | ██████████                    | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 26 Chestnut Park Road<br>Toronto, ON M4W 1N6      |
| <b>David D. Mckerroll</b><br><i>Group President</i>  | 465-198-802                   | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 57 St. Leonards Crescent<br>North York ON M4N 1K1 |
| <b>BRADLEY D. NULLMEYER</b><br><i>Group President</i>  | 462-731-076                   | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 2 Stevens Road<br>Mendham, NJ 07945               |
| <b>Michael A. DeBernardi</b><br><i>Executive Vice President &amp; Chief Credit Officer</i>   | ██████████                    | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 4 Daisy Court<br>Kinnelon, NJ 07405               |
| <b>Paul Currie</b><br><i>Executive Vice President</i>  | 458-257-128                   | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 11 Baby Point Crescent<br>Toronto ON M6S 2B7      |
| <b>ROBERT J. INGATO</b><br><i>Executive Vice President</i>                                   | ██████████                    | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 11 Sweetwood Drive<br>Randolph, NJ                |
| <b>DANIEL A. JAUERNIG</b><br><i>Group President and Chief Financial Officer</i>              | 472-938-562                   | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 48 Lawrence Crescent<br>Toronto, ON M4N 1N2       |
| <b>SARA R. MCAULEY</b><br><i>Executive Vice President - Corporate Resources Officer</i>      | ██████████                    | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 18 Union Hill Road<br>Denville, NJ 07834          |
| <b>Borden D. Rosiak</b><br><i>Executive Vice President</i>                                   | 426-201-935                   | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 21 Bernick Road<br>North York ON M2H 1E3          |
| <b>David J. Sharpless</b><br><i>Executive Vice President - International</i>                 |                               | 2 Gatehall Drive<br>Parsippany, NJ 07054 |   |
| <b>GLENN A. VOTEK</b><br><i>Executive Vice president and Treasurer</i>                       | ██████████                    | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 7 Mountain Place<br>Lebanon, NJ 08833-4107        |
| <b>JOHN G. JAKOLEV</b><br><i>Senior Vice President - Taxation</i>                            | 434-625-950                   | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 292 Glencairn Avenue<br>Toronto, ON M5N 1T9       |
| <b>SCOTT J. MOORE</b><br><i>Senior Vice President - Legal, General Counsel and Secretary</i> | ██████████                    | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 17 Laurelwood Drive<br>Bernardsville, NJ 07952    |
| <b>Thomas G. Adams</b><br><i>Vice President and Controller</i>                               | ██████████                    | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 5 Stonegridge Road<br>Sparta, NJ 07871            |
| <b>JOHN C. CHOBOT</b><br><i>Vice President - Legal Operations and Assistant Secretary</i>    | ██████████                    | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 23 Laurel Hill Drive<br>Randolph, NJ 07869        |
| <b>JOHN P. STEVENSON</b><br><i>Assistant Secretary</i>                                       | 426-095-049                   | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 57 Spruce Street<br>Toronto, ON M5A 2J2           |
| <b>LOUIS J. DeVICO</b><br><i>Director State and Local Taxes</i>                              | ██████████                    | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 56 Bechstein<br>Abdereen, NJ 07747                |
| <b>MARK BROWER</b><br><i>Assistant Treasurer</i>   | ██████████                    | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 216 South Greeley Ave.<br>Chapauqua, NY 10514     |

**AT&T Capital Corporation****LIST OF DIRECTORS**

FEIN: 22-3211453

| NAME & TITLE         | SOC SEC #   | BUSINESS ADDRESS                         | RESIDENCE ADDRESS                            |
|----------------------|-------------|--|--|
| DAVID F. BANKS       | ██████████  | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 26 Chestnut Park Road<br>Toronto, ON M4W 1N6 |
| DANIEL A. JAUERNIG   | 472-938-562 | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 48 Lawrence Crescent<br>Toronto, ON M4N 1N2  |
| BRADLEY D. NULLMEYER | 462-731-076 | 2 Gatehall Drive<br>Parsippany, NJ 07054 | 2 Stevens Road<br>Mendham, NJ 07945          |