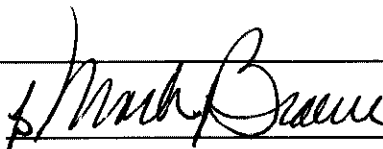


No. C101965	Annual Report Form 1998 <i>Due No Later Than November 30,</i>		2. Registered Agent and Office NOT A P.O. BOX													
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct, If Not Correct		CT CORPORATION SYSTEM 300 N 6TH ST BOISE ID 83701													
	AT&T CAPITAL CORPORATION MARK BROWER 44 WHIPPANY RD MORRISTOWN NJ 07962															
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"><i>SEE ATTACHED</i></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>	<i>SEE 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 ATTACHED</i>																
5. Signature of New Registered Agent		6.  Date <u>9/22/98</u> Name <small>(Typed or Printed)</small> <u>MARK Brower</u> Title <u>ASST V.P.</u>														

ISSUED: 07-03-1998

↓ DO NOT TAPE OR STAPLE ↓

546

**AT&T CAPITAL CORPORATION
OFFICER LISTING
AS OF JANUARY 12, 1998**

NAME	TITLE	BUSINESS ADDRESS	RESIDENTIAL ADDRESS
Banks, David F. [REDACTED]	Chairman Of the Board	44 Whippany Road Morristown, NJ 07960	1717 Pilgrim Court Convent Station, NJ 07960
Hudson, Steven K. Canadian	Chief Executive Officer	181 Bay Street Suite 3500 Toronto, Ontario Canada M5J 2T3	10 Highland Avenue Toronto, Ontario Canada M4W 2A3
Jauernig, Daniel A. Canadian	Group President and Chief Financial Officer	44 Whippany Road Morristown, NJ 07960	48 Lawrence Crescent Toronto, Ontario Canada M4N 1N2
McKerroll, David D. Canadian	Group President	181 Bay Street Suite 3500 Toronto, Ontario Canada M5J 2T3	150 Duplex Avenue Toronto, Ontario Canada M5P 2A7
Nullmeyer, Bradley Canadian	Group President	181 Bay Street Suite 3500 Toronto, Ontario Canada M5J 2T3	54 Lascelles Boulevard Toronto, Ontario Canada M5P 2E1
Currie, Paul Canadian	Executive Vice President	181 Bay Street Suite 3500 Toronto, Ontario Canada M5J 2T3	
Rosiak, Borden D. Canadian	Executive Vice President	181 Bay Street Suite 3500 Toronto, Ontario Canada M5J 2T3	
DeBernardi, Michael A. [REDACTED]	Executive Vice President - Chief Credit Officer	44 Whippany Road Morristown, NJ 07960	106 Dora Avenue Waldwick, NJ 07463
Sharpless, David J. Canadian	Executive Vice President - International	181 Bay Street Suite 3500 Toronto, Ontario Canada M5J 2T3	
Moore, Scott J. [REDACTED]	Senior Vice President - Legal General Counsel and Secretary	303 East Wacker Drive Chicago, IL 60601	915 Elm Street Western Springs, IL 60558
Jakolev, John Canadian	Senior Vice President - Taxation	181 Bay Street Suite 3500 Toronto, Ontario Canada M5J 2T3	
Ingato, Robert J. [REDACTED]	Senior Vice President	44 Whippany Road Morristown, NJ 07960	23 Phyllis Place Randolph, NJ 07869
Law, Madelyn C. [REDACTED]	Vice President, Law and Government Affairs and Assistant Secretary	44 Whippany Road Morristown, NJ 07960	Broadway Terrace Chatham, NJ 07928
McAuley, Sara R. [REDACTED]	Senior Vice President - Corporate Resources Officer	44 Whippany Road Morristown, NJ 07960	18 Union Hill Road Denville, NJ 07834
Oliu, Ramon Jr. [REDACTED]	Senior Vice President	44 Whippany Road Morristown, NJ 07960	36 Cambridge Road Bedminster, NJ 07921
Adams, Thomas G. [REDACTED]	Vice President and Controller	44 Whippany Road Morristown, NJ 07960	5 Stonebridge Road Sparta, New Jersey 07871
Bridges, William J. [REDACTED]	Vice President - Latin America Business Development	15280 NW 79th Street Suite 105 Miami Lakes, FL 33016	
Gazzard, Roger	Vice President - Europe	44 Whippany Road Morristown, NJ 07960	
Joos, Gary [REDACTED]	Vice President - Europe	44 Whippany Road Morristown, NJ 07960	
Kettenstock, Elizabeth A.	Assistant Treasurer	44 Whippany Road	331 Potomac Drive

**AT&T CAPITAL CORPORATION
OFFICER LISTING
AS OF JANUARY 12, 1998**

NAME	TITLE	BUSINESS ADDRESS	RESIDENTIAL ADDRESS
[REDACTED]		Morristown, NJ 07960	Basking Ridge, NJ 07920
McNaught, James W. [REDACTED]	Assistant Treasurer	44 Whippany Road Morristown, NJ 07960	109 Highmount Avenue Chester, NJ 07930
Votek, Glenn A. [REDACTED]	Executive Vice President and Treasurer	44 Whippany Road Morristown, NJ 07960	3 Kent Court Annandale, NJ 08801
Lieber, Daniel C. [REDACTED]	Vice President - Business Development and Strategic Planning	44 Whippany Road Morristown, NJ 07960	51 Bertmor Drive Stamford, CT 06905
Becker, Donald G. [REDACTED]	Vice President - Taxes and Tax Counsel	44 Whippany Road Morristown, NJ 07960	8 Little Road Branchville, NJ 07826
Lucas, William [REDACTED]	Vice President and Chief Information Officer	44 Whippany Road Morristown, NJ 07960	310 West 106th Street New York, NY 10025
*Gaines, Michael A. [REDACTED]	Assistant Vice President - Income Taxes	44 Whippany Road Morristown, NJ 07960	30 McBride Way Bridgewater, NJ 08807
Brower, Mark P. [REDACTED]	Assistant Vice President - Tax Operations	44 Whippany Road Morristown, NJ 07960	19 Larissa Lane Thornwood, NY 10594
Pfister, Judith [REDACTED]	Vice President - Business Planning	44 Whippany Road Morristown, NJ 07960	11 Shady Brook Court Belle Mead, NJ 08502
DuMont, Glen J. [REDACTED]	Assistant General Counsel and Assistant Secretary	44 Whippany Road Morristown, NJ 07960	650 Boulevard Westfield, NJ 07090
Roos, William G. [REDACTED]	Assistant Vice President - Capital Markets	44 Whippany Road Morristown, NJ 07960	156 Pollard Road Mountain Lakes, NJ 07046

**AT&T CAPITAL CORPORATION
DIRECTOR LISTING
AS OF JANUARY 12, 1998**

NAME	TITLE	BUSINESS ADDRESS	RESIDENTIAL ADDRESS
Banks, David F. [REDACTED]	Director	44 Whippary Road Morristown, NJ 07960	1717 Pilgrim Court Convent Station, NJ 07960
Hudson, Steven K. 456-132-456	Director	181 Bay Street Suite 3500 Toronto, Ontario - Canada M5J 2T3	10 Highland Avenue Toronto, Ontario Canada M4W 2A3