

SECURITIES AND EXCHANGE COMMISSION

FORM 424B3

Prospectus filed pursuant to Rule 424(b)(3)

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FILER

ASSOCIATES FIRST CAPITAL CORP

CIK: **7974** | IRS No.: **060876639** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **424B3** | Act: **33** | File No.: **033-65752** | Film No.: **94546001**
SIC: **6141** Personal credit institutions

Mailing Address
P O BOX 660237
DALLAS TX 75266-0237

Business Address
250 E CARPENTER FWY
IRVING TX 75062
2145414000

<TABLE>

<CAPTION>

	Note Maturity	Interest Rate	Effective Annual Yield if
	-----	Per Annum	Interest Compounded
			Quarterly
			and Paid Annually
			or at Maturity
	-----	-----	-----
<S>	<C>	<C>	<C>.
	1 Year	5.60%	5.72%
SUPPLEMENT	2 Years	6.50%	6.66%
Dated	3 Years	6.75%	6.92%
August 25, 1994	4 Years	7.00%	7.19%
	5 Years	7.25%	7.45%

</TABLE>

\$1,000 MINIMUM PURCHASE

The Notes are prepayable at the option of the party entitled to receive the proceeds of the Note under certain circumstances. See "Description of Notes -- Prepayment."

FINANCIAL INFORMATION AS OF JUNE 30, 1994

The following summary of certain consolidated financial information supplements the corresponding information set forth on Page S-2 and is principally derived from the Company's Annual Report on Form 10-K for the year ended December 31, 1993 and its Quarterly Report on Form 10-Q for the six months ended June 30, 1994 to which reference should be made for the detailed information and financial information contained therein (Dollar Amounts in Millions).

<TABLE>

<CAPTION>

	Year Ended	Six Months Ended	
	or at	or at June 30	
	December 31,	1993	1994
	1993	(Unaudited)	
<S>	<C>	<C>	<C>
Revenue	\$ 3,705.6	\$ 1,783.4	\$ 2,063.3
Earnings Before Provision for			
Income Taxes	\$ 751.8	\$ 350.1	\$ 403.4
Net Earnings	\$ 470.1	\$ 221.8	\$ 248.9
Finance Receivables (net of			
unearned finance income			
and allowance for losses)	\$25,555.9	\$ 23,376.5	\$27,537.0
Stockholder's Equity	\$ 2,506.4	\$ 2,174.0	\$ 2,617.8
Ratio of Earnings to Fixed Charges	1.56	1.53	1.56

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