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Feb 05 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000002141 (7)

1. Corporation Name

CATELLUS MANAGEMENT CORPORATION

Principal Place of Business
201 MISSION ST.
SAN FRANCISCO CA 94105

Mailing Address
201 MISSION ST.
SAN FRANCISCO CA 94105

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
04/29/1996

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26 201 Mission St., 2nd Fl.	94-3128390	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	\$8.75 Additional Fee Required
22	27 ATTN: Law Dept.		
City & State	City & State	6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
23	28 San Francisco, CA		
Zip	Zip	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	Yes No
24	29 94105		
Country	Country		
25	30 U.S.A		

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
FL
85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD BEAUDIN, T J 201 MISSION ST. SAN FRANCISCO CA 94105	1.1 TITLE	Change Addition
NAME		1.2 NAME	See attached list
STREET ADDRESS		1.3 STREET ADDRESS	
CITY - ST - ZIP		1.4 CITY - ST - ZIP	
TITLE	VD ANTENUCCI, T R 2856 EAGLE VIEW CT. EVERGREEN CO 80439	2.1 TITLE	Change Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY - ST - ZIP		2.4 CITY - ST - ZIP	
TITLE	V NICHOLS, B L 4545 FULLER DR., #100 IRVING TX 75038	3.1 TITLE	Change Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY - ST - ZIP		3.4 CITY - ST - ZIP	
TITLE	V SORENSEN, C A 4545 FULLER DR., #100 IRVING TX 75038	4.1 TITLE	Change Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY - ST - ZIP		4.4 CITY - ST - ZIP	
TITLE	V STIMPSON, D B 201 MISSION ST. SAN FRANCISCO CA 94105	5.1 TITLE	Change Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE		6.1 TITLE	Change Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		6.4 CITY - ST - ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE

SIGNATURE REQUIRED

1/27/98 (415) 974-4500

CR2E034 (10/97)

CATELLUS MANAGEMENT CORPORATION

DIRECTORS:

Timothy J. Beaudin -----201 Mission Street
San Francisco, CA 94105

Ted R. Antenucci ----- 3072 Evergreen Parkway, #110
Evergreen, CO 80439

OFFICERS:

Timothy J. Beaudin ----- President ----- 201 Mission Street
San Francisco, CA 94105

Ted R. Antenucci ----- Senior Vice President -----2856 Eagle View Court
Evergreen, CO 80439

Bob L. Nichols ----- Vice President ----- 4545 Fuller Drive, #100
Irving, TX 75038

Kathleen Smalley ----- Vice President ----- 201 Mission Street
and Secretary San Francisco, CA 94105

Christopher A. Sorensen - Vice President ----- 4545 Fuller Drive, #100
Irving, TX 75038

Douglas B. Stimpson ----- Vice President ----- 201 Mission Street
San Francisco, CA 94105

Stephen P. Wallace ----- Vice President ----- 201 Mission Street
San Francisco, CA 94105

Thomas J. Wright ----- Treasurer ----- 201 Mission Street
San Francisco, CA 94105

Michael F. Angelo ----- Ass't Secretary ----- 4545 Fuller Drive, #100
Irving, TX 75038

Stephen L. Bryan ----- Ass't Secretary ----- 4545 Fuller Drive, #100
Irving, TX 75038

Terry Burton ----- Ass't Secretary ----- 201 Mission Street
San Francisco, CA 94105

Jeanette Ferguson ----- Ass't Secretary ----- 201 Mission Street
San Francisco, CA 94105

Sandra M. Flores ----- Ass't Secretary ----- 304 South Broadway, 4th Floor
Los Angeles, CA 90013-1209

Matthew A. Hickey ----- Ass't Secretary -----4545 Fuller Drive, #100
Irving, TX 75038

Thomas P. Neville ----- Ass't Secretary -----4545 Fuller Drive, #100
Irving, TX 75038

Roger L. Schwinghammer- Ass't Secretary ----- 4105 Lexington Avenue North
Arden Hills, MN 55126

Timothy C. Sharman ---- Ass't Secretary -----2100 First Interstate Center
Seattle, WA 98104

Greg Streech -----Ass't Secretary --3072 Evergreen Parkway, Suite 110
Evergreen, CO 80439