

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

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Mar 10 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Northam Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P24054** (9)
1. Corporation Name
WABAN INC.

Principal Place of Business %THE CORPORATION TRUST COMPANY 1209 ORANGE STREET WILMINGTON DE 19801	Mailing Address %THE CORPORATION TRUST COMPANY 1209 ORANGE STREET WILMINGTON DE 19801
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29		3. Date Incorporated or Qualified 04/25/1989	
				4. FEI Number 33-0109661	
				5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
				8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. 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	
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WAXLAX LORNE R	1.2 NAME	
STREET ADDRESS	ONE MERCER RD	1.3 STREET ADDRESS	
CITY-ST-ZIP	NATICK MA	1.4 CITY-ST-ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NUGENT, JOHN J	2.2 NAME	Please see attached sheet.
STREET ADDRESS	ONE MERCER RD	2.3 STREET ADDRESS	<i>Barr</i>
CITY-ST-ZIP	NATICK MA	2.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZARKIN, HERBERT J.	3.2 NAME	
STREET ADDRESS	ONE MERCER RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	NATICK MA	3.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SHERMAN, ALLAN P	4.2 NAME	
STREET ADDRESS	ONE MERCER ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	NATICK MA	4.4 CITY-ST-ZIP	
TITLE	T <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ARTHUR T SILK JR	5.2 NAME	Please see attached sheet.
STREET ADDRESS	ONE MERCER RD	5.3 STREET ADDRESS	<i>Looby</i>
CITY-ST-ZIP	NATICK MA	5.4 CITY-ST-ZIP	
TITLE	S <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GALLIVAN, SARAH M.	6.2 NAME	Please see attached sheet.
STREET ADDRESS	ONE MERCER RD	6.3 STREET ADDRESS	<i>Wishy</i>
CITY-ST-ZIP	NATICK MA	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: *John L. Price* John L. Price 2-28-98 714-442-5215

CR2E034 (10/97)

DIRECTORS

Allan Sherman,
Director
HomeBase
3345 Michelson Drive
Irvine, CA 92612
DATE TAKING OFFICE: 1997

132 — John D. Barr
Director
HomeBase
3345 Michelson Drive
Irvine, CA 92612
DATE TAKING OFFICE: 1997

Lorne R. Waxlax
Director
HomeBase
3345 Michelson Drive
Irvine, CA 92612
DATE TAKING OFFICE: 1990

135 — Arthur F. Loewy
Director
HomeBase
3345 Michelson Drive
Irvine, CA 92612
DATE TAKING OFFICE: 1989

136 — Edward Weisberger
Director
HomeBase
3345 Michelson Drive
Irvine, CA 92612
DATE TAKING OFFICE: 1997

Herbert J. Zarkin
Chairman of the Board
HomeBase
3345 Michelson Drive
Irvine, CA 92612
DATE TAKING OFFICE: 1989

OFFICERS

Allan Sherman,
President and C.E.O.
HomeBase
3345 Michelson Drive
Irvine, CA 92612
DATE TAKING OFFICE: 1993

Thomas F. Gallagher
Executive Vice President, Store Operations
HomeBase
3345 Michelson Drive
Irvine, CA 92612
DATE TAKING OFFICE: 1997

Scott Richards
Executive Vice President, Merchandising
HomeBase
3345 Michelson Drive
Irvine, CA 92612
DATE TAKING OFFICE: 1997

William B. Langsdorf
Executive Vice President and Chief Financial Officer
HomeBase
3345 Michelson Drive
Irvine, CA 92612
DATE TAKING OFFICE: 1997

John L. Price
Vice President, General Counsel and Secretary
HomeBase
3345 Michelson Drive
Irvine, CA 92612
DATE TAKING OFFICE: 1997

Herbert J. Zarkin
Chairman of the Board
HomeBase
3345 Michelson Drive
Irvine, CA 92612
DATE TAKING OFFICE: 1989