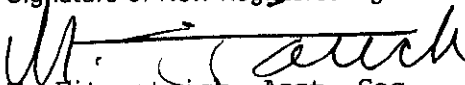
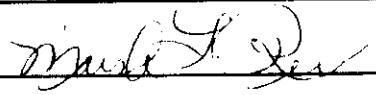


| No. <b>C123036</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>Annual Report Form</b><br><i>Due No Later Than November 30,</i>                                                                                                             |                                                                                                                                                                                                       | <b>1998</b>                                                                                                                     | <b>2. Registered Agent and Office NOT A P.O. BOX</b> |            |                    |             |                               |             |              |            |           |                   |                           |           |    |       |           |                |                        |          |    |       |          |                   |                           |           |    |       |          |                    |                        |          |    |       |          |                |                        |          |    |       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|------------|--------------------|-------------|-------------------------------|-------------|--------------|------------|-----------|-------------------|---------------------------|-----------|----|-------|-----------|----------------|------------------------|----------|----|-------|----------|-------------------|---------------------------|-----------|----|-------|----------|--------------------|------------------------|----------|----|-------|----------|----------------|------------------------|----------|----|-------|
| Return to:<br><b>SECRETARY OF STATE</b><br>700 WEST JEFFERSON<br>PO BOX 83720<br>BOISE, ID 83720-0080<br><br><b>NO FEE REQUIRED</b><br><br><b>* FIRST NOTICE *</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>1. Mailing Address - Please Correct, If Not Correct</b><br><br><b>DISNEY STORE, INC. (THE)</b><br><b>MARSHA L REED</b><br><b>500 S BUENA VISTA ST</b><br><br><b>BURBANK</b> |                                                                                                                                                                                                       | <b>NONE-MUST APPOINT ONE.</b><br><b>CIT Corporation System</b><br><b>300 North Sixth Street</b><br><b>Boise, ID 83702 00000</b> |                                                      |            |                    |             |                               |             |              |            |           |                   |                           |           |    |       |           |                |                        |          |    |       |          |                   |                           |           |    |       |          |                    |                        |          |    |       |          |                |                        |          |    |       |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>CA 91521</b>                                                                                                                                                                |                                                                                                                                                                                                       | <b>3. Organized Under the Laws of:</b><br><br><b>CA C123036</b>                                                                 |                                                      |            |                    |             |                               |             |              |            |           |                   |                           |           |    |       |           |                |                        |          |    |       |          |                   |                           |           |    |       |          |                    |                        |          |    |       |          |                |                        |          |    |       |
| <b>4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors</b><br><b>Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (check one)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                |                                                                                                                                                                                                       |                                                                                                                                 |                                                      |            |                    |             |                               |             |              |            |           |                   |                           |           |    |       |           |                |                        |          |    |       |          |                   |                           |           |    |       |          |                    |                        |          |    |       |          |                |                        |          |    |       |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <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>President</td> <td>Thomas A. Heymann</td> <td>101 N. Brand Blvd., #1000</td> <td>Glendale,</td> <td>CA</td> <td>91203</td> </tr> <tr> <td>Secretary</td> <td>Marsha L. Reed</td> <td>500 S. Buena Vista St.</td> <td>Burbank,</td> <td>CA</td> <td>91521</td> </tr> <tr> <td>Director</td> <td>Thomas A. Heymann</td> <td>101 N. Brand Blvd., #1000</td> <td>Glendale,</td> <td>CA</td> <td>91203</td> </tr> <tr> <td>Director</td> <td>Sanford M. Litvack</td> <td>500 S. Buena Vista St.</td> <td>Burbank,</td> <td>CA</td> <td>91521</td> </tr> <tr> <td>Director</td> <td>Marsha L. Reed</td> <td>500 S. Buena Vista St.</td> <td>Burbank,</td> <td>CA</td> <td>91521</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> | President | Thomas A. Heymann | 101 N. Brand Blvd., #1000 | Glendale, | CA | 91203 | Secretary | Marsha L. Reed | 500 S. Buena Vista St. | Burbank, | CA | 91521 | Director | Thomas A. Heymann | 101 N. Brand Blvd., #1000 | Glendale, | CA | 91203 | Director | Sanford M. Litvack | 500 S. Buena Vista St. | Burbank, | CA | 91521 | Director | Marsha L. Reed | 500 S. Buena Vista St. | Burbank, | CA | 91521 |
| <u>Office held</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <u>Name</u>                                                                                                                                                                    | <u>Street or P.O. Address</u>                                                                                                                                                                         | <u>City</u>                                                                                                                     | <u>State</u>                                         | <u>Zip</u> |                    |             |                               |             |              |            |           |                   |                           |           |    |       |           |                |                        |          |    |       |          |                   |                           |           |    |       |          |                    |                        |          |    |       |          |                |                        |          |    |       |
| President                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Thomas A. Heymann                                                                                                                                                              | 101 N. Brand Blvd., #1000                                                                                                                                                                             | Glendale,                                                                                                                       | CA                                                   | 91203      |                    |             |                               |             |              |            |           |                   |                           |           |    |       |           |                |                        |          |    |       |          |                   |                           |           |    |       |          |                    |                        |          |    |       |          |                |                        |          |    |       |
| Secretary                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Marsha L. Reed                                                                                                                                                                 | 500 S. Buena Vista St.                                                                                                                                                                                | Burbank,                                                                                                                        | CA                                                   | 91521      |                    |             |                               |             |              |            |           |                   |                           |           |    |       |           |                |                        |          |    |       |          |                   |                           |           |    |       |          |                    |                        |          |    |       |          |                |                        |          |    |       |
| Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Thomas A. Heymann                                                                                                                                                              | 101 N. Brand Blvd., #1000                                                                                                                                                                             | Glendale,                                                                                                                       | CA                                                   | 91203      |                    |             |                               |             |              |            |           |                   |                           |           |    |       |           |                |                        |          |    |       |          |                   |                           |           |    |       |          |                    |                        |          |    |       |          |                |                        |          |    |       |
| Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Sanford M. Litvack                                                                                                                                                             | 500 S. Buena Vista St.                                                                                                                                                                                | Burbank,                                                                                                                        | CA                                                   | 91521      |                    |             |                               |             |              |            |           |                   |                           |           |    |       |           |                |                        |          |    |       |          |                   |                           |           |    |       |          |                    |                        |          |    |       |          |                |                        |          |    |       |
| Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Marsha L. Reed                                                                                                                                                                 | 500 S. Buena Vista St.                                                                                                                                                                                | Burbank,                                                                                                                        | CA                                                   | 91521      |                    |             |                               |             |              |            |           |                   |                           |           |    |       |           |                |                        |          |    |       |          |                   |                           |           |    |       |          |                    |                        |          |    |       |          |                |                        |          |    |       |
| <b>5. Signature of New Registered Agent</b><br><br><br><b>M.T. Fitzpatrick, Asst. Sec.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                | <b>6.</b><br>Signature  Date <u>7/13/98</u><br>Name (Typed or Printed) <u>Marsha L. Reed</u> Title <u>Secretary</u> |                                                                                                                                 |                                                      |            |                    |             |                               |             |              |            |           |                   |                           |           |    |       |           |                |                        |          |    |       |          |                   |                           |           |    |       |          |                    |                        |          |    |       |          |                |                        |          |    |       |

ISSUED: 07-03-1998

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