

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE
ANNUAL REPORT
OF

Homequity/Homerica, Inc.

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is Homequity/Homerica, Inc.

SECOND: It is incorporated under the laws of MARYLAND

THIRD: The address of its registered office in Rhode Island is
111 Westminster Street, Providence, Rhode Island 02903
and the name of its registered agent in Rhode Island at such address is
CT Corporation System

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is
11333 McCormick Road - Hunt Valley, Maryland 21031

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is
HOME RELOCATION MANAGEMENT SERVICES

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
	Director	
	Director	
	Director	
	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

SCHEDULE ATTACHED

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
1,000	Common	78	No Par Value

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EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
1,000	Common		No Par Value

Dated March 1, 1978 HOMEQUITY/HOMERICA, INC.
(NAME OF CORPORATION)

By *W. W. Shulley*
Its _____

OFFICERS AND DIRECTORS
OF
HOMEQUITY/HOMERICA, INC.
P. O. BOX 2174
BALTIMORE, MARYLAND 21203

OFFICERS

<u>Name and Title</u>	<u>Residence</u>
* John S. Lalley Chairman of the Board	Caves Road Owings Mills, Maryland 21117
* Robert D. Kunisch President	Wagon Wheel Road, RD #1 West Redding, Connecticut 06896
* Jerome W. Geckle Vice President	9 Chapel Court Timonium, Maryland 21093
* William B. Hendricks Vice President	1018 Cowpens Avenue Baltimore, Maryland 21204
James M. Keane Vice President	17 Wooster Heights Drive Ridgefield, Connecticut 06877
Leonard K. Groves Vice President	152 Riverview Circle Fairfield, Connecticut 06430
William C. Tugeau Vice President	66 New Street Ridgefield, Connecticut 06877
Howard S. Boote, Jr. Vice President and Treasurer	6309 Boxwood Road Baltimore, Maryland 21212
Edwin F. Miller Vice President and Secretary	510 Sellrus Court Fallston, Maryland 21047
Robert S. Bossman Vice President and Controller	RD 2, Glen Hill Road West Redding, Connecticut 06896
David A. Skalitzky Vice President & Asst. Controller	202 Welford Road Lutherville, Maryland 21093
Charles J. Kristie Vice President & Asst. Secretary	Willow Run Brookfield Center, Connecticut 06805
Roberta R. Battle Assistant Secretary	65 Eden Road Stamford, Connecticut 06907
Lucille M. Brown Assistant Secretary	25 Lincoln Drive New Canaan, Connecticut 06840
Joseph A. Schiavone Assistant Secretary	Side Hill Lane Danbury, Connecticut 06810
Stephen A. Fragapane Assistant Controller	30 Surrey Glen Wilton, Connecticut 06897

* BOARD OF DIRECTORS