

**FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
---	---	---

FILED
JAN -7 1998
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership	1a. DOCUMENT # B95000000227
--------------------------------	---------------------------------------

TALCOTT REALTY I LIMITED PARTNERSHIP



Mailing Address 100 PEARL ST. HARTFORD CT 06103	Principal Office Address 100 PEARL ST. HARTFORD CT 06103
2. Mailing Address	2a. Principal Office Address
Suite, Apt #, etc.	Suite, Apt #, etc.
City & State	City & State
Zip Country	Zip Country

3. Date Formed or Registered 06/21/1995	5a. Capital Contributions as Shown on record \$26,704,800.00
3a. Date of Last Report 12/23/1997	5b. Amount of Capital Contributions in FLORIDA to date 7,244,245
4. State or Country of Formation CT	<input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
6. FEI Number 06-1420545	<input type="checkbox"/> \$8.75 Additional Fee Required
7. Certificate of Status Desired <input type="checkbox"/>	8. Make check payable to: Dept. of State (See reverse side for fee information)

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	10. If Changed, new Registered Agent Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt #, etc. City FL Zip Code
--	--

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). Thereby accept the appointment of registered agent I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____
**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration Document Number
TALCOTT EQUITIES LIMITED PAR	100 PEARL ST.	HARTFORD CT 06103	B95000000226
RAR/CREL TALCOTT INVESTORS L	FOUR EMBARCADERO CENT	SAN FRANCISCO CA 94111	B95000000465

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is derived exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 20, Florida Statutes.

SIGNATURE by: *Kevin A. North*
 DATE: **12/30/98**
 Typed or Printed Name of General Partner Signing Form: **Kevin A. North, President**
 Daytime Telephone Number: **860-293-6101**

CS2E003 (8/98)