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May 03, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P25455

1. Corporation Name
HOLDING PATTERN COMPANY.
PA PROPERTIES, INC.

Principal Place of Business
 333 S BEAUDRY 21ST FLR
 C/O BA PROP INC
 LOS ANGELES CA 90071
 US

Mailing Address
 799 MARKET ST
 UNIT #13025
 SAN FRANCISCO CA 94104
 US



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24 25 29 30

2a. Mailing Address
 2a. c/o Tax Department #10067-6P
 PO Box 37000
 San Francisco, CA 94137

3. Date Incorporated or Qualified
08/02/1989

4. FEI Number
95-3999334

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes 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

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	GARVEY, CHRISTINE	
STREET ADDRESS	560 DAVIS ST., 2ND FLOOR	
CITY-ST-ZIP	SAN FRANCISCO CA 94111	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	HASHMALL, KATHERINE	
STREET ADDRESS	999 MARKET ST	
CITY-ST-ZIP	SAN FRANCISCO CA 94103	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	KESSLER, JEFFERSON	
STREET ADDRESS	901 S. 1ST STREET	
CITY-ST-ZIP	PHOENIX AZ 85003	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	SOROKIN, CHERYL	
STREET ADDRESS	555 CALIFORNIA STREET, 6TH FLOOR	
CITY-ST-ZIP	SAN FRANCISCO CA 94104	
TITLE	AT	<input type="checkbox"/> DELETE
NAME	CRANDELL, BARBARA	
STREET ADDRESS	499 MARKET STREET	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	THROOP, SANDY	
STREET ADDRESS	333 S. BEAUDRY STREET	
CITY-ST-ZIP	LOS ANGELES CA 90071	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	HELEA HOUTOP
1.3 STREET ADDRESS	50 CALIFORNIA STREET
1.4 CITY-ST-ZIP	SAN FRANCISCO, CA. 94111
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	BRUCE K. SILGOREL
2.3 STREET ADDRESS	50 CALIFORNIA STREET
2.4 CITY-ST-ZIP	SAN FRANCISCO, CA. 94111
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	EDWARD J. STARK
4.3 STREET ADDRESS	730 17TH ST. P.W.
4.4 CITY-ST-ZIP	WASHINGTON, D.C. 20005
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	WAYNE J. APPELLER
6.3 STREET ADDRESS	333 S. BEAUDRY AVE
6.4 CITY-ST-ZIP	LOS ANGELES, CA. 90017

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, with all other like empowered.

SIGNATURE: *[Signature]* DATE: 7/13/99 (415) 622-8880
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (1/98)