

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P34736 (9)

1. Corporation Name
USAA PROPERTIES III, INC.



Principal Place of Business: **9800 FREDERICKSBURG RD, F-3-E TAXES, SAN ANTONIO TX 08288-0115, US**

Mailing Address: **9800 FREDERICKSBURG RD, F-3-E TAXES, SAN ANTONIO TX 78288-0115, US**

3. Date Incorporated or Qualified: **07/18/1991**
3a. Date of Last Report: **03/09/1995**

2. Principal Place of Business: **8000 Robert F. McDermott Fwy, Suite 600, San Antonio, Texas, 78230-3884, US**

2a. Mailing Address: **8000 Robert F. McDermott Fwy, Suite 600, San Antonio, Texas, 78230-3884, US**

4. FEI Number: **74-2355708**
Applied For: Not Applicable

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 has liability for intangible tax under s. 199.032, Florida Statutes: 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:
85 Zip Code: **FL**

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, if applicable. (NOTE: Registered Agent signature required when registering.)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CDP	1.1 TITLE	V/T
NAME	KELLEY, EDWARD B	1.2 NAME	Barrow, Martha J.
STREET ADDRESS	8000 ROBERT F MCDERMOTT	1.3 STREET ADDRESS	8000 Robert F. McDermott Fwy, Suite 600
CITY-STATE-ZIP	SAN ANTONIO TX	1.4 CITY-STATE-ZIP	San Antonio, TX 78230-3884
TITLE	DVS	2.1 TITLE	AVP
NAME	SEEWALD, RANDAL R.	2.2 NAME	King, Stephen S.
STREET ADDRESS	8000 ROBERT F. MCDERMOTT	2.3 STREET ADDRESS	8000 Robert F. McDermott Fwy, Suite 600
CITY-STATE-ZIP	SAN ANTONIO TX	2.4 CITY-STATE-ZIP	San Antonio, TX 78230-3884
TITLE	V	3.1 TITLE	AVP
NAME	ROSALES, DAVID A	3.2 NAME	Rosales, David A.
STREET ADDRESS	8000 ROBERT F MCDERMOTT	3.3 STREET ADDRESS	8000 Robert F. McDermott Fwy, Suite 600
CITY-STATE-ZIP	SAN ANTONIO TX	3.4 CITY-STATE-ZIP	San Antonio, TX 78230-3884
TITLE	DCVT	4.1 TITLE	D/SVP
NAME	DUNCAN, T. PATRICK	4.2 NAME	Duncan, T. Patrick
STREET ADDRESS	8000 ROBERT F MCDERMOTT	4.3 STREET ADDRESS	8000 Robert F. McDermott Fwy, Suite 600
CITY-STATE-ZIP	SAN ANTONIO TX	4.4 CITY-STATE-ZIP	San Antonio, Texas 78230-3884
TITLE	V	5.1 TITLE	AVP
NAME	WAYNE, PEACOCK S.	5.2 NAME	Meadows, John G.
STREET ADDRESS	8000 ROBERT F. MCDERMOTT	5.3 STREET ADDRESS	8000 Robert F. McDermott Fwy, Suite 600
CITY-STATE-ZIP	SAN ANTONIO TX	5.4 CITY-STATE-ZIP	San Antonio, Texas 78230-3884
TITLE	V	6.1 TITLE	AVP
NAME	MORRISON, LYNETTE K.	6.2 NAME	Wallace, Susan T.
STREET ADDRESS	8000 ROBERT F MCDERMOTT	6.3 STREET ADDRESS	8000 Robert F. McDermott Fwy, Suite 600
CITY-STATE-ZIP	SAN ANTONIO TX	6.4 CITY-STATE-ZIP	San Antonio, Texas 78230-3884

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14. 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 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: *Randal R. Seewald*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Randal R. Seewald, Vice President

02/26/96 (210) 498-0626
DATE: ORIGINAL PRICE

CR2E034 (12/95)

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USAA PROPERTIES III, INC.

Continuation of #13:

Addition

7.1	Title:	AVP
7.2	Name:	Holmes, David M.
7.3	Street Address:	8000 Robert F. McDermott Fwy, Suite 600
7.4	City-St-Zip:	San Antonio, Texas 78230-3884