FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE

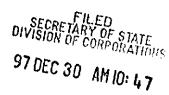
Sandra B. Mortham

Secretary of State
DIVISION OF CORPORATIONS

1. Name of Limited Partnership

na. DOCUMENT # **A97000000720**

BARON MORTGAGE DEVELOPMENT FUND XII, LTD.





			001/12	
Malling Address	Principal Office Address	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	3. Date Formed or Registered	5a. Capital Contributions as Shown on record.
G/O-OREGORY K-MOGRATH	-0/O-GREGORY-K-MCGRATH		03/27/1997	\$99.00
7705-COOPER ROAD CINCINNATI-OH 45242	7796-COOPER-ROAD GINGINNATI-OH-45242		38. Date of Last Report	
C/O GREGORY K. MUGRATH	GO GREGORY K. 1	negrath	4. State or Country of Formation	5b. Amount of Capital Contributions in FLORIDA to date:
2. Mailing Address 7826 COOPER ROAD	28. Principal Office Address 7820 COPER PUAD		FL	
Sulte, Apt. #, etc.	Suite, Apt. #, etc.		6. FEI Number 31-1531659	Applied For Not Applicable
CIN & State CIN CINNATI OH	City & State CINCINNATI OH		7. Certificate of Status Desired	\$8.75 Additional
Zip Country 45242	7ip Country 45242			Fee Required State (See reverse side for fee information)
9. Name and Address of Current Registered Agent 10. If changed, new Registered Agent/Office				
SCHMERGE, MICHAEL 28050 U.S. HIGHWAY 19 NORTH, SUITE 301 CLEARWATER FL 34821		Name		
		Streel Address (P.O. Box Number Is Not Acceptable)		
		Suito, Apt #, etc.		
		City FL Zip Code		
10a. Pursuant to the provisions of sections 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 agent or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby 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 Goneral Partner(s)	11a. Address of Each General (Do NOT Use Post Office Box	Partner	City, State & Zip Code	11c. Registration/
BARON CAPITAL XLVI, INC.	7795 COOPER ROAD	Cil	NCINNATI OH 45242	P97000026879
			500002 -01/14 ****1	4005253 /9801111004 65.00 ****165.00
Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.				
12. 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 deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate are that my signature shall have the same legal effects as if made under eath. I further certify that I am a General Partner of the limited partnership, receiver or trustee				