2006 LIMITED PARTNERSHIP ANNUAL REPORT Due By May 1, 2006

CITY - ST - ZIP

SIGNATURE: __

2006 APR 25 PM 1:23 **DOCUMENT # B04000000124** AMLI RESIDENTIAL PROPERTIES, L.P. Principal Place of Business Mailing Address 125 SOUTH WACKER DRIVE, SUITE 3100 125 SOUTH WACKER DRIVE, SUITE 3100 CHICAGO, IL 60606 CHICAGO, IL 60606 2. Principal Place of Business 3424 Peachtree Road, NE 3. Mailing Address 3424 Peachtree Rd., NE Suite, Apt. #, etc. Suite, Apt. #, etc. 04212006 CR2E003 (11/05) Chg-LP Suite 800 Suite 800 City & State City & State 4. FEI Number Applied For Atlanta, GA Atlanta, 36-3918717 Not Applicable Zip Country Zip Country \$8.75 Additional 5. Certificate of Status Desired Fee Required 30326 30326 USA 6. Name and Address of Current Registered Agent 7. Name and Address of New Registered Agent Name C T CORPORATION SYSTEM Street Address (P.O. Box Number is Not Acceptable) 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324 Zip Code FL 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. SIGNATURE Signature, typed or printed name of registered agent and title if applicable. FILE NOW!!! FEE IS \$500.00 After May 1, 2006, Fee will be \$900.00 A GENERAL PARTNER THAT IS A BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE. NOTE: General Partners MAY NOT be changed on the form; an amendment must be filed to change a general partner. GENERAL PARTNER INFORMATION ADDRESS CHANGES ONLY 12. 13. M06000002091 DOCUMENT # STREET ADDRESS PPF AMLI PARTNERS LLC NAME STREET ADDRESS 3424 PEACHTREE ROAD, NE #800 CITY-ST-ZIP CITY-ST-ZIP ATLANTA, GA 30326 DOCUMENT # STREET ADDRESS NAME STREET ADDRESS ns/n1/06--cici2--ci2 CITY-ST-ZIP **500**.**00 CITY-ST-ZIP DOCUMENT # STREET ADDRESS NAME STREET ADDRESS CITY-ST-ZIP CITY-ST-ZIP DOCUMENT # STREET ADDRESS NAME STREET ADDRESS CITY-ST-ZIP CITY- ST- ZIP DOCUMENT # STREET ANDRESS STREET ADDRESS CITY-ST-ZIP CITY-ST-7IP DOCUMENT # STREET ADDRESS NAME STREET ADDRESS

CITY-ST-ZIP

04/21/2006

404-846-1300

Daytime Phone #

14. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership or the receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes

SEE ATTACHED SIGNATURE BLOCK

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING GENERAL PARTNER

130400000124
TALREPORT FOR

TALREPORT FOR

ATTACHMENT TO ANNUAL REPORT FOR

AMLI RESIDENTIAL PROPERTIES, L.P.

SIGNATURE BLOCK:

AMLI Residential Properties, L.P.

By: PPF AMLI Partners LLC, its General Partner

By: PPF Multifamily, LLC, its Manager

By: PPF OP, LP, its Sole Member

By: PPF OPGP, LLC, its General Partner

By: Prime Property Fund, LLC, its Sole Member

By: Morgan Stanley Real Estate Advisor, Inc., its Manager

Bv:

Gail Freeman, Assistant Secretary