



Balcor Management Services, Inc.
Bannockburn Lake Office Plaza
2355 Waukegan Road, Suite A200
Bannockburn, Illinois 60015
(847) 267-1600

December 20, 1996

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State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-01/07/97--01156--009
*****52.50 *****52.50

Att: Registration Section

Re: Limited Partnership Annual Renewal Reports
Foreign Limited Partnership Termination Forms

Dear Sir:

Please find enclosed 4 annual renewal reports due December 31, 1996, along with checks for each of the partnerships.

Also enclosed are 17 foreign limited partnership termination forms and checks for each in the amount of \$ 52.50.

Should you have any questions or need any additional information, please do not hesitate to call the undersigned at (847) 317-4382.

Very truly yours,

Name	Barbara Olken
Availability	
Document Examiner	Barbara Olken, Legal Department Secretary
Update	enclosures
Checker	
Verifier	Barb.L./18
Witness	
W. P. Verifier	DDC

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**CERTIFICATE OF CANCELLATION OF REGISTRATION
OF A FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State
State of Florida

It is hereby certified that:

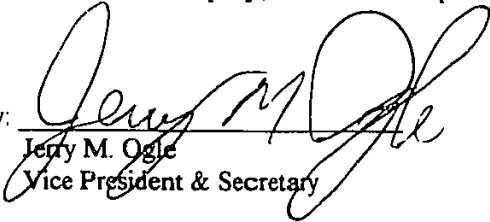
1. Seabrook Associates Limited Partnership a/k/a Seabrook Associates, a foreign limited partnership formed under the laws of the State of Illinois, hereby cancels its registration in the State of Florida.
2. The undersigned is a general partner of the aforesaid foreign limited partnership.

Signed on this 13th day of December, 1996

SEABROOK ASSOCIATES LIMITED PARTNERSHIP

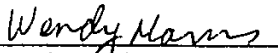
By: Balcor Realty Associates-VIII, an Illinois general partnership,
its general partner

By: The Balcor Company, a Delaware corporation, a partner

By: 
Jerry M. Ogle
Vice President & Secretary

State of Illinois
County of Cook

The foregoing instrument was acknowledged and sworn to before me this 13th day of December, by Jerry M. Ogle, Vice President and Secretary of The Balcor Company, a partner of Balcor Realty Associates-VIII, the general partner of Seabrook Associates Limited Partnership, a limited partnership formed under the laws of the State of Illinois, on behalf of the limited partnership.


Wendy Harris
Notary Public
State of Illinois

SEAL

WEN
NOTARY PUBLIC
STATE OF ILLINOIS
DEC 22, 1996

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