



FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP  
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 DEC 31 PM 1:55	
1. Name of Limited Partnership		1a. DOCUMENT # B93000000518			
BEL AIR PARTNERS, LIMITED PARTNERSHIP					
Mailing Address % STARWOOD CAPITAL THREE PICKWICK PLAZA, SUITE 250 GREENWICH CT 06830		Principal Office Address % STARWOOD CAPITAL THREE PICKWICK PLAZA, SUITE 250 GREENWICH CT 06830		3. Date Formed or Registered 11/30/1993	
2. Mailing Address		2a. Principal Office Address		3a. Date of Last Report 01/16/1998	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. State or Country of Formation DE	
City & State		City & State		5a. Capital Contributions as Shown on record. \$4,135,000.00	
Zip		Zip		5b. Amount of Capital Contributions in FLORIDA to date: 4,135,000.00	
Country		Country		6. FEI Number 06-1384350 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
				7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
				8. Make check payable to: Dept. of State (See reverse side for fee information)	
9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
10a. Pursuant to the provisions of sections 620.1051 and 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 office or 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 General Partner(s)		11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)		11b. City, State & Zip Code	
SV FAIRFIELD I, L.L.C.		THREE PICKWICK PLAZA,		GREENWICH CT 06830	
				11c. Registration/ Document Number M96000000064	
				200002744812--3 -01/15/99--01119--002 ****526.25 ****526.25	
Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.					
12. 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 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 and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.					
SIGNATURE <i>See attached signature sheet</i> _____ DATE _____					
Typed or Printed Name of General Partner Signing Form _____ Daytime Telephone Number _____					

CR2E003 (8/98)

**ATTACHED SHEET  
FOR  
BEL AIR PARTNERS, LIMITED PARTNERSHIP**

**Bel Air Partners, Limited Partnership  
a Delaware Limited Partnership**

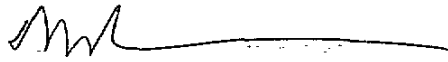
**By: SV Fairfield I, L.L.C.  
a Connecticut limited liability company  
it's General Partner**

**By: Starwood Capital Group I, L.P.  
a Delaware limited partnership  
it's Managing Member**

**By: BSS Capital Partners, L.P.  
a Delaware limited partnership  
it's General Partner**

**By: Sternlicht Holdings II, Inc.  
a Delaware Corporation  
it's General Partner**

**By:**

  
\_\_\_\_\_  
**Madison Gease  
Executive Vice President**