## 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

SIGNATURE \_

B9400000081

SECRETARY OF STATE DIVISION OF CORPORATIONS 98 JAN -5 PM 1:35



CAPITAL PREFERRED YIELD FUND II, LIMITED PART NERSHIP					
Mailing Address 7175 WEST JEFFERSON AVE. STE. 4000 LAKEWOOD CO 80235  2. Mailing Address	Principal Office Address  C/O THE CORPORATION TRUST COMPANY 1209 ORANGE STREET WILMINGTON DE 19801  28. Principal Office Address			3. Date Formed or Registered 03/08/1994 3a. Date of Last Report 12/09/1996 4. State or Country of Formation	5a. Capital Contributions as Shown on record. \$1,257,985.95  5b. Amount of Capital Contributions in FLORIDA to date:
Suite, Apt. #, etc.  City & State	Suite, Apt. #, etc.  City & State			DE 6. FEI Number 84-1184628	\$1,257,985.95  Applied For Not Applicable
Zip Country	Zip Country			7. Certificate of Status Desired  8. Make check payable to: Dept. of	\$8.75 Additional Fee Required State (See reverse side for fee Information)
C T CORPORATION SYSTEM  1200 SOUTH PINE ISLAND ROAD  PLANTATION FL 33324  10a. Pursuant to the provisions of sections 620.1061 for the purpose of changing its registered office agent. I am familiar with, and accept the obliga  SIGNATURE (Registered Agent Accepting Appointment)  A GENERAL PARTNER THA	or registered agent, or both, in the State of Fitions of section 620.192, Florida Statules.	Suite, Apt.  City  ned limited partn forida. Such chai	#, etc. ership organ nge was aut	norized by its general partner(s). I here  DATE  NERSHIP OR OTHE	aby accept the appointment of registered
11. Name(s) of General Partner(s)  CAI EQUIPMENT LEASING III CO	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbors)  7175 W. JEFFERSON AVE		VE WITH THIS OFFICE.  11b. City, State & Zip Code  LAKEWOOD CO 80235		11c. Registration/ Document Number
Note: General partners MAY NO  12. I do hereby certify that the information supplied wi	th this filing is voluntarily furnished and does n	ot qualify for the	exemption s	非米米克 nt must be filed to che stated in Section 119 07(3)(k). Florida	Statutes - Litelease the Division of
Corporations from any liability of non-compliance this annual report is true and accurate and that my empowered to execute this report as required by o	with Section 119.07(3)(k) in the event that the i	nformation supp	lied is deem	ed exempt from public access. I furthe	or certify that the information indicated on

DEC 3 1 1997 F. Olmstead (303) 980-1000