FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE

Sandra Mortham

Secretary of State DIVISION OF CORPORATIONS

1. Name of Limited Partnership

DOCUMENT # B9400000352

FILED

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SECREMENT OF CHATE TALLAHASSEE, FLORIDA



	B9400000352			
BP ASSET THREE LIMITED F	PARTNERSHIP		1 1001101 1970 1911 01011 01011 0	18111 28111 28111 98111 88182 11161 E1114 1191 1241
Mailing Address 1999 AVENUE OF THE STARS. SUITE 1200 LOS ANGELES CA 90067	Principal Office Address 1999 AVENUE OF THE STARS. SUITE 1200 LOS ANGELES CA 90067		3. Date Formed or Registered 08/30/1994 3a. Date of Last Report 12/29/1995	58. Capital Contributions as Shown on record. \$7,000,000.00
2. Mailing Address	2a. Principal Office Address		4. State or Country of Formation	Contributions in FLORIDA to date
			DE	7,000,000
Suite, Apt. #, etc.	Suite, Apt. #, etc.		6. FEI Number 95-4493968	Applied For Not Applicable
City & State	City & State		7. Certificate of Status Desired	\$8.75 Additional
Zip Country	Zip Co	ountry	8. Make check payable to Dept. o	Fee Required f State (See reverse side for fee informatio
9, Name and Address of Curren	nt Registered Agent		10. If changed, new Registere	ed Agent/Office
THE PRENTICE-HALL CORPORATION SY		Name		
1201 HAYS STREET, SUITE 105 TALLAHASSEE FL 32301		Street Address (P.O. Box Number Is Not Acceptable) Suite, Apr. #, etc		
	<u> </u>	City FL Zip Code		
SIGNATURE (Registered Agent Accepting Appointment)	IS A CORPORATION, LIF T BE REGISTERED AND	MITED PA	ARTNERSHIP OR OTHE WITH THIS OFFICE.	
11. Name(s) of General Partner(s)	Address of Each General Pa		1b. City. State & Zip Code	11c. Registration/ Document Number
FBP ASSET GENPAR THREE, INC.	1999 AVENUE OF THE ST		LOS ANGELES CA 90087	F9400004530 £0:3:5:4:1:2
			****	76.25 ****576.25
)				
Note: General partners MAY NO	T be changed on this form;	an amen	dment must be filed to ch	ange a general partner
12. I do hereby certify that the information supplied with Corporations from any liability of non-compliance withis annual report is true and accurate and that my empowered to execute this report as required by chemical properties. FBP Asset Cerporation	n this filing is voluntarily furnished and does not q ith Section 119.07(3)(k) in the event that the infor signature shall have the same legal effects as if n	ualify for the exe mation supplied	emption stated in Section 119.07(3)(k) Florid is deemed exempt from public access. I further	a Statutes. I release the Division of ther certify that the information indicated
1 # 21 A 12 A 12 A 12 A 12 A 12 A 12 A 1				10 11 01
SIGNATURE By: Walker Signing For ME	Thirte Ind.		DATE	12-4-96