

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

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

97 MAR 11 AM 11:41

1. Name of Limited Partnership **1a. DOCUMENT #**
 SCI Limited Partnership-III B94000000433

2. Mailing Address **2a. Principal Office Address**
 7777 Market Center Avenue 14100 E. 35th Place
 El Paso, TX 79912 Aurora, CO 80011

3. Date Formed or Registered **5a. Capital Contributions as Shown on record**
 10/26/94 38,000,000

3a. Date of Last Report **5b. Amount of Capital Contributions in FLORIDA to date**
 12/08/95 7,787,865

4. State or Country of Formation **6. FEI Number**
 DE 74-2723979

7. Certificate of Status Desired Applied For
 Not Applicable

8. Make check payable to: Dept. of State (See reverse side for fee information)
\$8.75 Additional Fee Required

9. Name and Address of Current Registered Agent
 The Prentice-Hall Corporation System, Inc.
 1201 Hays Street
 Tallahassee, FL 32301

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 | 11c. Registration/Document Number |
|-----------------------------------|---|-----------------------------|-----------------------------------|
| Security Capital Industrial Trust | 14100 E. 35th Place | Aurora, CO 80011 | D9400000009 |

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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 Edward F. Long DATE 12/14/95
 Typed or Printed Name of General Partner Signing Form Edward F. Long Daytime Telephone Number (915) 877-3900