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Heitman Capital Management

Susan K. Nelson
Corporate Legal Assistant

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February 5, 1997

VIA FEDERAL EXPRESS

Division of Corporations
Attn: Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: The Falls Partners Limited L.P., Ltd.

CM

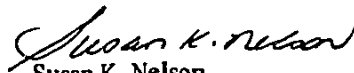
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97 FEB -6 AM 9:16
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find the fully-executed Limited Partnership Annual Report and Supplemental Affidavit of Capital Contributions as requested in your letter (copy attached) for the referenced limited partnership. Also enclosed is Check No. 1014 for \$576.25 and Check No. 1016 for \$1,750.00 as payment of the applicable filing fees.

Should you have any questions, please feel free to call me.

Very truly yours,


Susan K. Nelson
Legal Assistant

SKN:tt
Enclosures

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
97 FEB -6 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

The undersigned general partners of The Falls Partners Limited L.P., Ltd.,
a(an) Delaware

Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.176,
Florida Statutes.

The total amount of the capital contributions of the limited partners that is allocated for the
purpose of transacting business in Florida is: \$ 101,517,822.00.

This 31st day of January, 19 97.

FURTHER AFFLANT SAYETH NOT.

*Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to
the best of my knowledge and belief.*

General Partner(s)

The Falls Mall L.L.C., General Partner

By: **HRC-LLC, Inc., Manager**

By: 

Stuart C. Katz, Vice President

FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)