


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

<b>LIMITED PARTNERSHIP ANNUAL REPORT 1999</b>		 <b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>1. Name of Limited Partnership</b>  <b>THE FALLS PARTNERS LIMITED L.P., LTD.</b>		<b>1a. DOCUMENT #</b> <b>B95000000242</b>	
<b>Mailing Address</b> C/O HEITMAN/JMB ADVISORY CORPORATION 180 NORTH LASALLE STREET CHICAGO IL 60601		<b>Principal Office Address</b> C/O THE CORPORATION TRUST COMPANY 1209 ORANGE STREET WILMINGTON DE 19801	
<b>2. Mailing Address</b> Suite, Apt. #, etc. City & State Zip Country		<b>2a. Principal Office Address</b> Suite, Apt. #, etc. City & State Zip Country	
<b>3. Date Formed or Registered</b> 07/06/1995		<b>5a. Capital Contributions as Shown on record.</b> \$101,517,822.00	
<b>3a. Date of Last Report</b> 12/30/1997		<b>5b. Amount of Capital Contributions in FLORIDA to date:</b> \$101,517,822.00	
<b>4. State or Country of Formation</b> DE		<b>6. FEI Number</b> 36-4057659	
<b>7. Certificate of Status Desired</b> <input type="checkbox"/> \$8.75 Additional Fee Required		<b>8. Make check payable to: Dept. of State (See reverse side for fee information)</b> FF \$526.25	
<b>9. Name and Address of Current Registered Agent</b> C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		<b>10. If changed, new Registered Agent/Office</b> Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
<b>10a.</b> 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 _____			
<b>A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.</b>			
<b>11. Name(s) of General Partner(s)</b> SUB-POST, INC. SUB-BRITEL, INC. THE FALLS MALL L.L.C.	<b>11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)</b> 875 NORTH MICHIGAN AV 875 NORTH MICHIGAN AV 180 NORTH LASALLE STR	<b>11b. City, State &amp; Zip Code</b> CHICAGO IL 60611 CHICAGO IL 60611 CHICAGO IL 60601	<b>11c. Registration/Document Number</b> F95000002922 F95000002921 M95000000208
2000028101452--8 -03/10/99--01104--012 ****526.25 ****526.25			
<b>Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.</b>			
<b>12.</b> 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.			
The Falls Mall L.L.C. By: HRC-LLC, Inc.; Manager SIGNATURE _____ By: Howard J. Edelman, Vice President		DATE 12/1/98 Daytime Telephone Number 312.855.5700	

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