

FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

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| LIMITED PARTNERSHIP ANNUAL REPORT 1998 |  | FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS |
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
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SECRETARY OF STATE
DIVISION OF CORPORATIONS**

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| 1. Name of Limited Partnership U.S. RETAIL INCOME FUND II, LIMITED PARTNERSHIP | 1a. DOCUMENT # B96000000056 |
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| Mailing Address 424 CHURCH STREET, SUITE 1200 NASHVILLE TN 37219 | Principal Office Address CORPORATION TRUST CENTER 1209 ORANGE STREET WILMINGTON DE 19801 |
| 2. Mailing Address 3350 Cumberland Cir. Suite, Apt. #, etc. # 1500 City & State Atlanta, GA 30339 Zip Country USA | 2a. Principal Office Address 3350 Cumberland Circle Suite, Apt. #, etc. # 1500 City & State Atlanta GA Zip Country 30339 USA |

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| 3. Date Formed or Registered 02/13/1996 | 5a. Capital Contributions as Shown on record. \$2,300,000.00 |
| 3a. Date of Last Report 10/02/1996 | 5b. Amount of Capital Contributions in FLORIDA to date.  |
| 4. State or Country of Formation DE | 6. FEI Number 62-1635155 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable |
| 7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required | 8. Make check payable to: Dept. of State (See reverse side for fee information) |

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| 9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324 | 10. If changed, new Registered Agent/Off/ce Name Street Address (P.O. Box Number Is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code |
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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.

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| 11. Name(s) of General Partner(s) BVT INSTITUTIONAL INVESTMENT VUWB INVESTMENTS, INC. | 11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 3350 Cumberland Circle 424 CHURCH STREET, SU- 575 FIFTH AVENUE, 17T | 11b. City, State & Zip Code Atlanta, GA 30339 NASHVILLE TN 37219 NEW YORK NY 10017 | 11c. Registration/Document Number F94000005615 F94000005616 |
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 ****468.75 ****156.25

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 Melanie Bunting DATE 12-30-97
 Typed or Printed Name of General Partner Signing Form Melanie Bunting Daytime Telephone Number 770) 618 3502

CR2E003 (6/97)