


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

LIMITED PARTNERSHIP ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
1. Name of Limited Partnership  U.S. RETAIL INCOME FUND II, LIMITED PARTNERSHIP		1a. DOCUMENT # B96000000056	
Mailing Address 3350 CUMBERLAND CIRCLE S-1500 ATLANTA GA 30339		Principal Office Address 3350 CUMBERLAND CIRCLE S-1500 ATLANTA GA 30339	
2. Mailing Address 3350 Riverwood Pkwy. Suite 1500 City & State Zip Country		2a. Principal Office Address 3350 Riverwood Pkwy. Suite 1500 City & State Zip Country	
3. Date Formed or Registered 02/13/1996		5a. Capital Contributions as Shown on record. \$2,300,000.00	
3a. Date of Last Report 01/23/1998		5b. Amount of Capital Contributions in FLORIDA to date: 0.	
4. State or Country of Formation DE		6. FEI Number 62-1635155	
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)	
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/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
BVT INSTITUTIONAL INVESTMENT VUWB INVESTMENTS, INC.	3350 CUMBERLAND CIRCL 575 FIFTH AVENUE, 17T	ATLANTA GA 30339 NEW YORK NY 10017	F94000005615 F94000005616
500002735855--0 -01/11/98--01008--009 ****141.25 ****141.25			
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 <u>Melanie Bunting</u>		DATE <u>11-19-98</u>	
Typed or Printed Name of General Partner Signing Form <u>Melanie Bunting</u>		Daytime Telephone Number <u>770-618-3502</u>	

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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