

**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
96 OCT 28 PM 12:30

1. Name of Limited Partnership W.L. REALTY, LIMITED PARTNERSHIP	1a. DOCUMENT # B96000000078
---	--



2. Mailing Address C/O WINTHROP FINANCIAL ASSOCIATES ONE INTERNATIONAL PLACE BOSTON MA 02110	2a. Principal Office Address C/O WINTHROP FINANCIAL ASSOCIATES ONE INTERNATIONAL PLACE BOSTON MA 02110	3. Date Formed or Registered 03/04/1996	5a. Capital Contributions as Shown on record \$0.00
Suite, Apt. #, etc. City & State Zip Country	Suite, Apt. #, etc. City & State Zip Country	3a. Date of Last Report 4. State or Country of Formation DE	5b. Amount of Capital Contributions in FLORIDA to date &
		6. FEI Number 13-3799716	<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)			

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 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) LONDONDERRY ACQUISITION, II	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) 1301 AVENUE OF THE AM	11b. City, State & Zip Code NEW YORK NY 10019	11c. Registratory Document Number B96000000044
		400001992434--5 -10/31/96--01075--008 ****191.25 ****191.25	
dcc			

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 Londonderry Acquisition, II Limited Partnership By: W. Edward Schaeetz, Vice President DATE: 9/20/96
 Typed or Printed Name of General Partner Signing Form _____ Daytime Telephone Number: 617-330-8600

CR2E003 (6/96)