

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

May 16 1997 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **F94000001832 (4)**

1. Corporation Name

**METRIC APARTMENT CO-INVESTMENT TRUST, INC.**



Principal Place of Business	Mailing Address
<b>1 CALIFORNIA STREET 1400 SAN FRANCISCO CA 94111-5415 US</b>	<b>1 CALIFORNIA STREET 1400 SAN FRANCISCO CA 94111-5415 US</b>

3. Date Incorporated or Qualified <b>04/11/1994</b>	3a. Date of Last Report <b>04/09/1996</b>
4. FEI Number <b>94-3194861</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
<b>21</b>	<b>26</b>
Suite, Apt. #, etc.	Suite, Apt. #, etc.
<b>22</b>	<b>27</b>
City & State	City & State
<b>23</b>	<b>28</b>
Zip	Zip
<b>24</b>	<b>29</b>
Country	Country
<b>25</b>	<b>30</b>

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM  
1200 SOUTH PINE ISLAND ROAD  
PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	<b>FL</b>

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation 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 the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

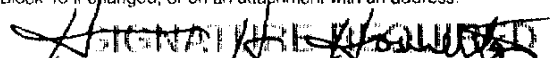
TITLE	<b>DPC</b>	<input type="checkbox"/> DELETE
NAME	<b>FIDDAMAN, ROBERT A</b>	
STREET ADDRESS	<b>1 CALIFORNIA STREET, SUITE 1400</b>	
CITY-ST-ZIP	<b>SAN FRANCISCO CA</b>	
TITLE	<b>EVD</b>	<input type="checkbox"/> DELETE
NAME	<b>ZUZACK, RONALD E</b>	
STREET ADDRESS	<b>1 CALIFORNIA STREET, SUITE 1400</b>	
CITY-ST-ZIP	<b>SAN FRANCISCO CA</b>	
TITLE	<b>EVSG</b>	<input type="checkbox"/> DELETE
NAME	<b>HOWERTON, HERMAN H</b>	
STREET ADDRESS	<b>1 CALIFORNIA STREET, SUITE 1400</b>	
CITY-ST-ZIP	<b>SAN FRANCISCO CA</b>	
TITLE	<b>EVT</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>GIUSTI, MARGOT M</b>	
STREET ADDRESS	<b>1 CALIFORNIA STREET, SUITE 1400</b>	
CITY-ST-ZIP	<b>SAN FRANCISCO CA</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>NATALE, JOSEPH P</b>	
STREET ADDRESS	<b>2800 UNIVERSITY BOULEVARD, #182</b>	
CITY-ST-ZIP	<b>DENVER CO 80210</b>	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<b>DC</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	<b>DPCEO</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	<b>VPGCS</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	<b>VPCFOT</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	<b>FINELLI, WILLIAM A.</b>	
4.3 STREET ADDRESS	<b>ONE NORTH BROADWAY, SUITE 500</b>	
4.4 CITY-ST-ZIP	<b>WHITE PLAINS, NY 10601</b>	
5.1 TITLE	<b>AT</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	<b>TULLY, PATRICK J.</b>	
5.3 STREET ADDRESS	<b>ONE NORTH BROADWAY, SUITE 500</b>	
5.4 CITY-ST-ZIP	<b>WHITE PLAINS, NY 10601</b>	
6.1 TITLE	<b>D</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	<b>ROUSE, ROBERT M.</b>	
6.3 STREET ADDRESS	<b>WOODMONT REAL ESTATE SERVICES</b>	
6.4 CITY-ST-ZIP	<b>1050 RALSTON AVENUE, BELMONT, CA 94002</b>	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

  
HERMAN H. HOWERTON, VP GENERAL COUNSEL & SECRETARY

4/28/97

(415) 678-2000

Date

Daytime Phone #

CR2E034 (9/96)