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Feb 05 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F94000001832 (4)

1. Corporation Name
METRIC APARTMENT CO-INVESTMENT TRUST, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 1 CALIFORNIA STREET 1400 SAN FRANCISCO CA 94111-5415 US		Mailing Address 1 CALIFORNIA STREET 1400 SAN FRANCISCO CA 94111-5415 US	
2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Country
24	Country	29	Zip
25		30	

3. Date Incorporated or Qualified 04/11/1994	
4. FEI Number 94-3194861	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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		82 Street Address (P.O. Box Number is Not Acceptable)	
83		84 City	
85 Zip Code		FL	

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DC <input checked="" type="checkbox"/> DELETE	1.1 TITLE	C <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FIDDAMAN, ROBERT A	1.2 NAME	THOMAS P. LYDON, JR.
STREET ADDRESS	1 CALIFORNIA STREET, SUITE 1400	1.3 STREET ADDRESS	ONE NORTH BROADWAY, SUITE 500
CITY-ST-ZIP	SAN FRANCISCO CA	1.4 CITY-ST-ZIP	WHITE PLAINS, NY 10601
TITLE	DPCE <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZUZACK, RONALD E	2.2 NAME	
STREET ADDRESS	1 CALIFORNIA STREET, SUITE 1400	2.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA	2.4 CITY-ST-ZIP	
TITLE	VPGC <input type="checkbox"/> DELETE	3.1 TITLE	VGCS <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOWERTON, HERMAN H	3.2 NAME	
STREET ADDRESS	1 CALIFORNIA STREET, SUITE 1400	3.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA	3.4 CITY-ST-ZIP	
TITLE	VPCF <input type="checkbox"/> DELETE	4.1 TITLE	VCFT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FINELLI, WILLIAM A	4.2 NAME	
STREET ADDRESS	ONE NORTH BROADWAY #500	4.3 STREET ADDRESS	
CITY-ST-ZIP	WHITE PLAINS NY	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	NATALE, JOSEPH P	5.2 NAME	FRANK J. ALLIO
STREET ADDRESS	2800 UNIVERSITY BOULEVARD, #182	5.3 STREET ADDRESS	3808 DUBAC WAY
CITY-ST-ZIP	DENVER CO 80210	5.4 CITY-ST-ZIP	SACRAMENTO, CA 95864
TITLE	AT <input type="checkbox"/> DELETE	6.1 TITLE	D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	TULLY, PATRICK J	6.2 NAME	ROBERT M. ROUSE
STREET ADDRESS	ONE NORTH BROADWAY #500	6.3 STREET ADDRESS	1050 RALSTON AVENUE
CITY-ST-ZIP	WHITE PLAINS NY	6.4 CITY-ST-ZIP	BELMONT, CA 94002

14. I 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 1/16/98 415/678-2000

CR2E034 (10/97)