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HAGAN & ASSOCIATES

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October 16, 2001

State of Florida
Secretary of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

CWS
200004648392--9
-10/22/01--01085--033
*****87.50 *****87.50

Re: LaSalle U.S. Realty Income & Growth Fund, Inc.

Dear Sir:

Enclosed is Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida withdrawing the captioned corporation. Please file one copy of the Application and return the other stamped "filed" in the enclosed, self-addressed envelope. Also enclosed is a check in the amount of \$87.50 which represents your filing fee.

Thank you for your cooperation. If you have any questions, please contact me at 312/228-2896.

Sincerely,



Bernadette Wertheimer
Paralegal

Enclosures

Wickham

V SHEPARD OCT 26 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 22 AM 9:35

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

LaSalle U.S. Realty Income & Growth Fund, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT 22 AM 9:35

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

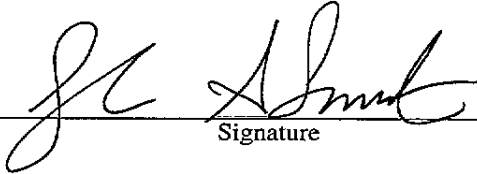
c/o Hagan & Associates, 200 E. Randolph

(Mailing Address)

Chicago, Illinois 60601

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Sr. Vice President

Title

Stephen A. Smith

Typed or printed name

10/2/01

Date