

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

**FILED**  
**Apr 27 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F97000004638 (9)**  
 1. Corporation Name  
**SECURITY CAPITAL INDUSTRIAL MANAGEMENT INCORPORATED**



Principal Place of Business <b>125 LINCOLN AVE. SANTA FE NM 87501</b>	Mailing Address <b>125 LINCOLN AVE. SANTA FE NM 87501</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business <b>21 14100 E. 35th Place</b>		2a. Mailing Address <b>26 7777 Market Center Avenue</b>		3. Date Incorporated or Qualified <b>09/04/1997</b>	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number <b>74-2820977</b>	
City & State <b>23 Aurora, CO</b>		City & State <b>27 Attn: Tax Department</b>		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
Zip <b>24 80011</b>		Zip <b>28 El Paso, TX</b>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
Country <b>25 USA</b>		Country <b>29 79912</b>		7. 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	
		<b>30 USA</b>			

8. Name and Address of Current Registered Agent <b>CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525</b>				10. Name and Address of New Registered Agent	
				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City	
				<b>FL</b> 85 Zip Code	

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	<b>COOD</b> <input type="checkbox"/> DELETE	1.1 TITLE	<b>COO / D</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>BROOKSHER, K D</b>	1.2 NAME	<b>Brooksher, K. Dane</b>
STREET ADDRESS	<b>14100 E. 35TH PLACE</b>	1.3 STREET ADDRESS	<b>14100 E. 35th Place</b>
CITY-ST-ZIP	<b>AURORA CO 80011</b>	1.4 CITY-ST-ZIP	<b>Aurora, CO 80011</b>
TITLE	<b>CIO</b> <input type="checkbox"/> DELETE	2.1 TITLE	<b>CIO / D</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>LYONS, IRVING F III</b>	2.2 NAME	<b>Lyons III, Irving F.</b>
STREET ADDRESS	<b>125 LINCOLN AVENUE</b>	2.3 STREET ADDRESS	<b>47775 Fremont Blvd.</b>
CITY-ST-ZIP	<b>SANTA FE NM 87501</b>	2.4 CITY-ST-ZIP	<b>Fremont, CA 94538</b>
TITLE	<b>NEC</b> <input type="checkbox"/> DELETE	3.1 TITLE	<b>NEC/D</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WATTLES, THOMAS G</b>	3.2 NAME	<b>Wattles, Thomas G.</b>
STREET ADDRESS	<b>125 LINCOLN AVENUE</b>	3.3 STREET ADDRESS	<b>125 Lincoln Avenue</b>
CITY-ST-ZIP	<b>SANTA FE NM 87501</b>	3.4 CITY-ST-ZIP	<b>Santa Fe, NM 87501</b>
TITLE	<b>MD</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WATSON, ROBERT J</b>	4.2 NAME	
STREET ADDRESS	<b>14100 E. 35TH PLACE</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>AURORA CO 80011</b>	4.4 CITY-ST-ZIP	
TITLE	<b>MD</b> <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SCHWARTZ, JEFFREY H</b>	5.2 NAME	
STREET ADDRESS	<b>14100 E. 35TH PLACE</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>AURORA CO 80011</b>	5.4 CITY-ST-ZIP	
TITLE	<b>V</b> <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ANDERSON, NED K</b>	6.2 NAME	
STREET ADDRESS	<b>47775 FREMONT BOULEVARD</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>FREMONT CA 94538</b>	6.4 CITY-ST-ZIP	

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: *Edward L...* **Edward L...** 4/17/98 915-877-1500

CR2E034 (10/97)

Security Capital Industrial Management Inc.  
Florida Foreign Corporation Annual Report  
List of Officers & Directors

Doc.#: F97000004638(9)  
FEIN: 74-2820977

<u>Titles</u>	<u>Name</u>	<u>Address</u>
Senior V	Keiser, M. Gordon	14100 E. 35th Place Aurora, CO 80011
Senior V	Johnson, Kent W.	14100 E. 35th Place Aurora, CO 80011
Senior V	Madsen, Donald W.	14100 E. 35th Place Aurora, CO 80011
Senior V	Meyer, Steven K.	2310 LBJ Freeway, Suite 200 Dallas, TX 75234
Senior V	Rakowich, Walter C.	100 Division Street, Suite 101 Bensenville, IL 60106
Senior V	Seiple Jr., John W.	780 Johnson Ferry Road, Suite 350 Atlanta, GA 30342
V	Alter, Robert O.	780 Johnson Ferry Road, Suite 350 Atlanta, GA 30342
V	Anderson, Gary E.	8568 Villa LaJolla Drive, Suite 295 LaJolla, CA 92037
V	Arnold, Gregory J.	97 Sunfield Avenue Edison, NJ 08837
V	Billings, Claude A.	14100 E. 35th Place Aurora, CO 80011
V	Brewer, Patrick D.	3453 IH-35 North, Suite 109 San Antonio, TX 78219
V	Brown, Eric D.	3453 IH-35 North, Suite 109 San Antonio, TX 78219
V	Cashman, Mark R.	2310 LBJ Freeway, Suite 200 Dallas, TX 75234
V	Cavaliere, Pamela P.	207 D. Kelsey Lane Tampa, FL 33619
V	Bennett, Lisa M.	14100 E. 35th Place Aurora, CO 80011
V	Cochran, James D.	14100 E. 35th Place Aurora, CO 80011
V	Congleton, Paul C.	4448 West 12th Street Houston, TX 77055
V	Conway Jr., R. Stan	780 Johnson Ferry Road, Suite 350 Atlanta, GA 30342

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<u>Titles</u>	<u>Name</u>	<u>Address</u>
V	Curless, Michael S.	8102 Zionsville Road Indianapolis, IN 46268
V	Daniel, David B.	14100 E. 35th Place Aurora, CO 80011
V	Degner, Mark H.	14100 E. 35th Place Aurora, CO 80011
V	Eager, William H.	100 Division Street, Suite 101 Bensenville, IL 60106
V	Fallon, Frank H.	4140 E. Raines Road Memphis, TN 38118
V	Finke, Gabe L.	Transpolis Schiphol Airport Polarisavenue 53 2132 JH Hoofddorp The Netherlands
V	Fuller, Kurt R.	47775 Fremont Blvd Fremont, CA 94538
V	Gallagher, Brian P.	97 Sunfield Avenue Edison, NJ 08837
V	Griffith, Jane E.	47775 Fremont Boulevard Fremont, CA 94538
V	Hanson, John R.	47775 Fremont Boulevard Fremont, CA 94538
V	Harmsen, Larry H.	3621 S. Harbor Blvd., Suite 110 Santa Ana, CA 92704
V	Harrier, Donald L.	47775 Fremont Boulevard Fremont, CA 94538
V	Jachetta, James J.	3621 S. Harbor Blvd., Suite 110 Santa Ana, CA 92704
V	Jones, Michael J.	8102 Zionsville Road Indianapolis, IN 46268
V	Kelly, David C.	4710 T Interstate Drive Cincinnati, OH 45246
V	Kiersey Jr., Douglas A.	26277 SW 95th Avenue, Ste 405 Wilsonville, OR 97070
V	Kritt, Robert A.	100 Division Street, Suite 101 Bensenville, IL 60106
V	Lamson, W. Scott	47775 Fremont Boulevard Fremont, CA 94538
V	Lands, Luke A.	7777 Market Center Avenue El Paso, TX 79912

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V / T	Long, Edward F.	7777 Market Center Avenue El Paso, TX 79912
V	Majors, David A.	7777 Market Center Avenue El Paso, TX 79912
V	Marsh, Brian N.	3765 Interchange Road Columbus, OH 43204
V	McRight, Debra A.	14100 E. 35th Place Aurora, CO 80011
V	Mercer, J. Thomas	14100 E. 35th Place Aurora, CO 80011
V	Mikes, Joseph H.	100 Division Street, Suite 101 Bensenville, IL 60106
V	Miranda, Rick D.	3621 S. Harbor Blvd., Suite 110 Santa Ana, CA 92704
V	Morton III, R.A.D.	3453 IH-35 North, Ste 109 San Antonio, TX 78219
V	Morze, David S.	650 Vista Blvd Sparks, NV 89434
V	Nachamkin, Michael	97 Sunfield Avenue Edison, NJ 08837
V	Napolitano, August J.	3621 S. Harbor Blvd, Ste 110 Santa Ana, CA 92704
V	Nass III, James R.	100 Division Street, Suite 101 Bensenville, IL 60106
V	Nekritz, Edward S.	14100 E. 35th Place Aurora, CO 80011
V	Nielsen, Peter J.	14100 E. 35th Place Aurora, CO 80011
V	Petsas, William D.	4575 E. Elwood Street, Suite 100 Phoenix, AZ 85040
V	Ray, Thomas M.	Transpolis Schiphol Airport Polarisavenue 53 2132 JH Hoofddorp The Netherlands
V	Remstedt, Betty J.	47775 Fremont Boulevard Fremont, CA 94538
V	Schrank, Michael H.	14100 E. 35th Place Aurora, CO 80011
V	Spaulding, Steven O.	3555 W. Reno Avenue, Suite F Las Vegas, NV 89118

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<u>Title</u>	<u>Name</u>	<u>Address</u>
V	Strader, Richard H.	2217 Distribution Center Drive, Suite C Charlotte, NC 28269
V	Sullivan, Charles E.	Parque Industrial Monterrey Carreterra Miguel Aleman Km. 20.5 Apodaca, Nuevo Leon 66600 Mexico
V	Todd, Jeffrey M.	14100 E. 35th Place Aurora, CO 80011
V	Trout, James R.	2310 LBJ Freeway, Suite 200 Dallas, TX 75234
V	Vietze, Mary Jane	7777 Market Center Avenue El Paso, TX 79912
V	Wagers, Edwin D.	3765 Interchange Road Columbus, OH 43204
V	Watts, Margaret	97 Sunfield Avenue Edison, NJ 08837
V	Weich, David L.	5200 Eisenhower Ave, Suite 200 Alexandria, VA 22304
V	White, James E.	4710T Interstate Drive Cincinnati, OH 45246
V	Wilson, James P.	780 Johnson Perry Rd, Ste 350 Atlanta, GA 30342
Senior V / S	Klopf, Jeffrey A.	125 Lincoln Avenue Santa Fe, NM 87501
Assistant S	Marker, Lucinda G.	125 Lincoln Avenue Santa Fe, NM 87501