

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

FILED
May 10, 1999 8:00 am
Secretary of State

05-10-1999 90146 040 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F98000006063

1. Corporation Name
W9/LPII GEN-PAR, INC.



Principal Place of Business % WHITEHALL FUND. 85 BROAD ST., 19TH FL. NEW YORK NY 10004	Mailing Address % WHITEHALL FUND. 85 BROAD ST., 19TH FL. NEW YORK NY 10004
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/30/1998	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number APPLIED FOR	Applied For <input type="checkbox"/> Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	85	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	DV <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROTHENBERG, STUART M	1.2 NAME	
STREET ADDRESS	85 BROAD ST., 19TH FL.	1.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10004	1.4 CITY-ST-ZIP	
TITLE	P <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NEIDICH, DANIEL M	2.2 NAME	
STREET ADDRESS	85 BROAD ST., 19TH FL.	2.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10004	2.4 CITY-ST-ZIP	
TITLE	V <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GUNN, DOUGLAS G	3.2 NAME	VPAT
STREET ADDRESS	85 BROAD ST., 19TH FL.	3.3 STREET ADDRESS	Brian J. Lahey
CITY-ST-ZIP	NEW YORK NY 10004	3.4 CITY-ST-ZIP	10 Hanover Square
TITLE	VAS <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	O'BRIEN, ELIZABETH A	4.2 NAME	
STREET ADDRESS	85 BROAD ST., 19TH FL.	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10004	4.4 CITY-ST-ZIP	
TITLE	VAS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAMS, TODD A	5.2 NAME	
STREET ADDRESS	85 BROAD ST., 19TH FL.	5.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10004	5.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEIL, DAVID M	6.2 NAME	
STREET ADDRESS	85 BROAD ST., 19TH FL.	6.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10004	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, with all other like empowered.

SIGNATURE: Brian Lahey APR 28 1999
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)