

2004 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# P22707

FILED
Feb 10, 2004
Secretary of State

Entity Name: USAA REAL ESTATE COMPANY

Current Principal Place of Business:

9830 COLONNADE BLVD.
600
SAN ANTONIO, TX 782302239 US

New Principal Place of Business:

Current Mailing Address:

9830 COLONNADE BLVD.
600
SAN ANTONIO, TX 782302239 US

New Mailing Address:

FEI Number: 74-2237999

FEI Number Applied For ()

FEI Number Not Applicable ()

Certificate of Status Desired ()

Name and Address of Current Registered Agent:

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION, FL 33324 US

Name and Address of New Registered Agent:

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: _____

Electronic Signature of Registered Agent

_____ Date

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

Title: PD () Delete
Name: KELLEY, EDWARD B.,
Address: 9830 COLONNADE BLVD., STE. 600
City-St-Zip: SAN ANTONIO, TX 782302239

Title: VS () Delete
Name: SEEWALD, RANDAL R
Address: 9830 COLONNADE BLVD., STE. 600
City-St-Zip: SAN ANTONIO, TX 782302239

Title: D () Delete
Name: DIVICH, CHRIS O.
Address: 9830 COLONNADE BLVD., STE. 600
City-St-Zip: SAN ANTONIO, TX 782302239

Title: D () Delete
Name: COLEMAN, STEPHANIE A
Address: 9830 COLONNADE BLVD STE 600
City-St-Zip: SAN ANTONIO, TX 782302239

Title: CD () Delete
Name: DAVIS, ROBERT G.
Address: 9800 FREDERICKSBURG ROAD
City-St-Zip: SAN ANTONIO, TX 78288

Title: DSVP () Delete
Name: DUNCAN, T PATRICK
Address: 9830 COLONADE BLVD STE 600
City-St-Zip: SAN ANTONIO, TX

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: PD (X) Change () Addition
Name: KELLEY, EDWARD B
Address: 9830 COLONNADE BLVD., STE. 600
City-St-Zip: SAN ANTONIO, TX 782302239

Title: VSD (X) Change () Addition
Name: SEEWALD, RANDAL R
Address: 9830 COLONNADE BLVD., STE. 600
City-St-Zip: SAN ANTONIO, TX 782302239

Title: DV (X) Change () Addition
Name: MITTS, GLEN E
Address: 9830 COLONNADE BLVD., STE. 600
City-St-Zip: SAN ANTONIO, TX 782302239

Title: V (X) Change () Addition
Name: MOSIS, DIRK P
Address: 9830 COLONNADE BLVD STE 600
City-St-Zip: SAN ANTONIO, TX 782302239

Title: CD (X) Change () Addition
Name: DAVIS, ROBERT G
Address: 9800 FREDERICKSBURG ROAD
City-St-Zip: SAN ANTONIO, TX 78288

Title: DSVP (X) Change () Addition
Name: DUNCAN, T. P
Address: 9830 COLONADE BLVD STE 600
City-St-Zip: SAN ANTONIO, TX

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: RANDAL R. SEEWALD

V

02/10/2004

Electronic Signature of Signing Officer or Director

_____ Date

E. TREY TSCHOEPE, AV
9830 COLONNADE BLVD., #600
SAN ANTONIO, TX 78230-2239

JOHN POST, AV
9830 COLONNADE BLVD., #600
SAN ANTONIO, TX 78230-2239

BRUCE C. PETERSEN, AV
9830 COLONNADE BLVD., #600
SAN ANTONIO, TX 78230-2239

PATRICIA R. MARTIN, AV
9830 COLONNADE BLVD., #600
SAN ANTONIO, TX 78230-2239

ROBERT G. KRAMER, AV
9830 COLONNADE BLVD., #600
SAN ANTONIO, TX 78230-2239

GREGORY S. KNOWLES, AV
9830 COLONNADE BLVD., #600
SAN ANTONIO, TX 78230-2239

PATRICK IRWIN, AV
9830 COLONNADE BLVD., #600
SAN ANTONIO, TX 78230-2239

ELIZABETH A. HAMILTON, AV
9830 COLONNADE BLVD., #600
SAN ANTONIO, TX 78230-2239

TONI M. FISHER, AV
9830 COLONNADE BLVD., #600
SAN ANTONIO, TX 78230-2239

BRUCE S. CHILDS, AV
9830 COLONNADE BLVD., #600
SAN ANTONIO, TX 78230-2239

DAVID J. BUCK, AV
9830 COLONNADE BLVD., #600
SAN ANTONIO, TX 78230-2239

STEVEN L. AMES, AV
9830 COLONNADE BLVD., #600
SAN ANTOINO, TX 78230-2239

SUSAN T. WALLACE, V
9830 COLONNADE BLVD., #600
SAN ANTONIO, TX 78230-2239

STANLEY R. ALTERMAN, V
9830 COLONNADE BLVD., #600
SAN ANTONIO, TX 78230-2239