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**May 06 1997 8:00am
Secretary of State**

**PROFIT CORPORATION
ANNUAL REPORT
1997**



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

DOCUMENT # P24570 (4)
1. Corporation Name
TCW REALTY FUND VA HOLDING COMPANY



Principal Place of Business Mailing Address
C/O TCW REALTY ADVISORS C/O TCW REALTY ADVISORS
865 S. FIGUEROA, STE. 3500 865 S. FIGUEROA, STE. 3500
LOS ANGELES CA 90017 LOS ANGELES CA 90017-5472

3. Date Incorporated or Qualified **05/31/1989** 3a. Date of Last Report **05/01/1996**
4. FEI Number **95-4154019** Applied For Not Applicable
5. Certificate of Status Desired **\$8.75 Additional Fee Required**
6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
22 City & State 27 City & State
23 Zip Country 28 Zip Country
24 25 29 30

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent
81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 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		
TITLE	DP	<input type="checkbox"/> DELETE
NAME	CLOTFELTER, RICHARD C	
STREET ADDRESS	865 S. FIGUEROA STREET, SUITE 3500	
CITY-ST-ZIP	LOS ANGELES CA 90017-2543	
TITLE	EVD	<input type="checkbox"/> DELETE
NAME	ZARROW, STANTON H.	
STREET ADDRESS	865 S FIGUEROA STE 3500	
CITY-ST-ZIP	LOS ANGELES CA 90017	
TITLE	S	<input type="checkbox"/> DELETE
NAME	STARK, TODD E.	
STREET ADDRESS	865 S FIGUEROA STE 3500	
CITY-ST-ZIP	LOS ANGELES CA 90017	
TITLE	TD	<input checked="" type="checkbox"/> DELETE
NAME	GRANTHAM, RICHARD R.	
STREET ADDRESS	865 S FIGUEROA STE 3500	
CITY-ST-ZIP	LOS ANGELES CA 90017	
TITLE	DSV	<input type="checkbox"/> DELETE
NAME	TRACY, SCOTT E	
STREET ADDRESS	865 S. FIGUEROA STREET, SUITE 3500	
CITY-ST-ZIP	LOS ANGELES CA 90017-2543	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	MARKLING, JOSEPH W	
STREET ADDRESS	865 S. FIGUEROA STREET, SUITE 3500	
CITY-ST-ZIP	LOS ANGELES CA 90017	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	<i>T Romanak, Laurie</i>	
4.3 STREET ADDRESS	<i>865 S. Figueroa St, Suite 3500</i>	
4.4 CITY-ST-ZIP	<i>Los Angeles, CA 90017</i>	
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	<i>VICE PRESIDENT, VP Roscoe, Christopher W.</i>	
6.3 STREET ADDRESS	<i>865 S. Figueroa St, Suite 3500</i>	
6.4 CITY-ST-ZIP	<i>Los Angeles, CA 90017</i>	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 19.07(3)(f), 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 *Todd E. Stark* DATE *5/6/97*

CR2E034 (9/96)