

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

FILED
May 06 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P26463 (0)
1. Corporation Name
TCW REALTY FUND II HOLDING COMPANY



Principal Place of Business %TCW REALTY ADVISORS 865 SO. FIGUEROA ST., STE. 3500 LOS ANGELES CA 90071 US		Mailing Address %TCW REALTY ADVISORS 865 SO. FIGUEROA ST., STE. 3500 LOS ANGELES CA 90017-5472 US	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	
3. Date Incorporated or Qualified 10/16/1989		3a. Date of Last Report 05/01/1996	
4. FEI Number 95-3910382		Applied For Not Applicable	
5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 110 NORTH MAGNOLIA STREET TALLAHASSEE FL 32301		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 1201 N. Hwy Street 83 Suite 105 84 City Tallahassee FL 85 Zip Code 32301	
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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 NAME STREET ADDRESS CITY-ST-ZIP	DP CLOTFELTER, RICHARD C 865 S. FIGUEROA STREET, SUITE 3500 LOS ANGELES CA 90017-2543	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVD ZARROW, STANTON H. 865 SOUTH FIGUEROA, STE. 3500 LOS ANGELES CA 90017	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S STARK, TODD E. 865 SOUTH FIGUEROA, STE. 3500 LOS ANGELES CA 90017	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T ROMANAK, LAURIE E 865 S. FIGUEROA STREET, SUITE 3500 LOS ANGELES CA 90017-2543	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DVP TRACY, SCOTT E 865 FIGUEROA STREET, SUITE 3500 LOS ANGELES CA 90017	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP MARKLING, JOSEPH W 865 S. FIGUEROA STREET, SUITE 3500 LOS ANGELES CA 90017	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(5)(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: *Jim Bell* 4/29/97 (212) 229-5188

CR2E034 (9/96)