

P26463
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April 6, 2000

VIA U.P.S.

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700003201947--6
-04/10/00--01129--019
*****35.00 *****35.00

Re: Application by Foreign Corporation for Withdrawal
TCW Realty Fund II Holding Company

Ladies and Gentlemen:

Enclosed please find one (1) original and one (1) copy of the above referenced filing, together with a check in the amount of \$35.00. Please file the original and conform the copy and return the same to the undersigned in the enclosed self-addressed envelope.

Thank you for your prompt attention to this matter. Please call me if you should have any questions on the enclosed.

Sincerely,

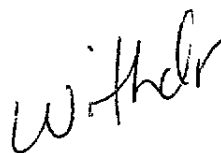


Vicky W. Yan
Paralegal

Enclosures

cc: Todd Evan Stark, Esq.
Jennifer E. Fisher, Esq.

FILED
00 APR 10 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



28393682.1 40600 1815P 96312525

T. LEWIS APR 18 2000

CHICAGO BERLIN CHARLOTTE COLOGNE HOUSTON LONDON LOS ANGELES NEW YORK WASHINGTON
INDEPENDENT MEXICO CITY CORRESPONDENT: JAUREGUI, NAVARRETE, NADER Y ROJAS

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA

TCW Realty Fund II Holding Company

(Name of Corporation)

California

(Incorporated Under Laws Of)

FILED
APR 10 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FL

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

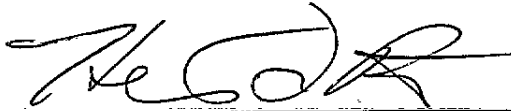
In care of: C B Richard Ellis Investors

(Mailing Address)

865 S. Figueroa Street, Suite 3500, Los Angeles, CA 90017

(City/State/Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

Secretary

Title

Herb L. Roth

Typed or printed name

12/3/99

Date