

**STATE OF NEW YORK DEPARTMENT OF LAW  
BUREAU OF REAL ESTATE FINANCE  
28 LIBERTY STREET  
NEW YORK, NEW YORK 10005  
(212) 416-8122**

**ANNUAL REPORT**

Pursuant to Section 352-e of the General Business Law of the State of New York, two (2) copies of this report must be filed no later than four (4) months after the close of the venture's fiscal year accompanied by a filing fee of \$5.00. Make check payable to the "Department of Law". A full set of attachments need be attached to only one copy, designated as the "original". Answer all questions on both copies.

Indicate by check mark in the appropriate box whether this report is:

The "original" with attachments [ ]  
The "copy" [ ]

1. Name of venture:
2. Address:
3. Mailing Address (if different from above):
4. Telephone number and name of person or firm to be called for information relative to this report:
5. Form of organization:
  - Limited Partnership [ ]
  - Corporation [ ]
  - General Partnership [ ]
  - Trust [ ]
  - Other [ ] Specify \_\_\_\_\_

6. Period covered by report: \_\_\_\_\_ to \_\_\_\_\_  
 (Starting date of venture, or beginning of fiscal year, whichever is applicable) (End of fiscal or calendar year of venture)

7. Names of all other ventures which have filed prospectuses or were required to have filed prospectuses with the Attorney General in which the principals of this venture are or were principals.

8 Type of Real Estate Operation:	Indicate nature of ownership			
	<u>Leasehold</u>	<u>Fee</u>	<u>Other</u>	<u>Specify</u>
Loft Building (s)	[ ]	[ ]	[ ]	_____
Office Building(s)	[ ]	[ ]	[ ]	_____
Apartment House (s)	[ ]	[ ]	[ ]	_____
Industrial Park	[ ]	[ ]	[ ]	_____
Shopping Center	[ ]	[ ]	[ ]	_____
Hotel or Motel	[ ]	[ ]	[ ]	_____
Other	[ ]	[ ]	[ ]	_____

Specify \_\_\_\_\_

Set forth a list of real property interests involved, indicating:

- (a) Address of each premises or other description of location.
- (b) Nature of real estate -- loft, office building etc.
- (c) Nature of interest in real property -- fee ownership, lease, mortgage, other.

9. Name and address of all banks where venture kept accounts during the period covered by this report.

NAME

ADDRESS

10. Name and address of all accountants or accounting firms auditing your records during the period covered by this report.

11. As to this report, please check the appropriate box:

First annual report [ ]

Second annual report [ ]

Annual report subsequent to  
1st and 2nd annual reports [ ]

If this report is either a 1st or 2nd annual report, Section "A" (See below) must be filled out as well as Sections "B" and "C".

If this report is an annual report subsequent to the 1st and 2nd annual reports and both such reports have been filed timely, then only Sections "B" and "C" need be filled out.

### **SECTION "A"**

12A. Date of original prospectus\_\_\_\_\_

12B. Amount of original offering\_\_\_\_\_

12C. Amount raised from public not including funds from warehousing. Detail number of units sold and price.

12D. Amount raised from other sources including principals, general partners, nominees of general partners, professional lenders or funds raised under any secured or unsecured loan agreement by venture or principals thereof: (Specifically identify in detail on separate sheet each such source, and detail amounts raised from each such source, and conditions and terms applicable thereto).

12E. Date of completion of offering:\_\_\_\_\_

12F. If offering was never completed, was form RS-3 filed:

Yes [ ]

No [ ]

12G. If venture is in limited partnership form state

(1) Date of first filing of partnership certificate \_\_\_\_\_

(2) Date affidavit of publication filed \_\_\_\_\_

(3) Date amended certificate of limited partnership or other certificate indicating names of all original and additional limited partners filed (if original and amended certificates were not filed with Attorney General within five (5) days of completion of offering, please explain reasons on an attached separate sheet).

Check here [ ] if such attachment is being supplied with this report.

### **SECTION "B"**

(ALL ventures must fill out Section "B" completely)

13. During the period covered by this report, did any of the principals sell, hypothecate, pledge, encumber, assign or otherwise dispose of any of their investment or interest (acquired through cash or otherwise) in the venture?

Yes [ ]

No [ ]

If yes, state full details on a separate sheet, including consideration, purchaser, assignee, etc., relationship to principal and other pertinent details.

Check here [ ] if such statement is being supplied with this report.

14. During the period covered by this report did the venture pledge, encumber or assign any of its securities?

Yes [ ]

No [ ]

If yes, state on separate sheet the persons to whom such securities were pledged, encumbered or assigned and set forth detailed terms of each transaction.

Check here [ ] is such statement is being supplied with this report.

15. During the period covered by this report has there been any material default by the venture in payment of any mortgage, taxes, interest or other obligation or obligations on secured or unsecured debt?

Yes  No

If yes, state the details on a separate sheet attached.

Check here if separate sheet is being supplied with this report.

16. During the period covered by this report was any reserve set up for a purpose other than the payment of distributions to investors, reduced or terminated by application of funds therein for purposes materially different from that for which said reserve was established.

Yes  No

If yes, state the details on a separate sheet attached.

Check here if separate sheet is being supplied with this report.

17. Have the principals, officers, partners or directors of the venture received any notice from any lessee or other person or firm or otherwise learned of a material fact which may substantially affect future distributions?

Yes  No

If yes, state the details on a separate sheet attached.

Check here if separate sheet is being supplied with this report.

18. During the period covered by this report, were any loans or advances made to principals, offerings, partners or directors of the venture?

Yes  No

If yes, state the details on a separate sheet attached, particularly indication the authority upon which such monies were disbursed and the full terms of such loans or advances.

Check here if separate sheet is being supplied with this report.

19. If the venture anticipated any distributions or had any priority of order of distributions in its prospectus, or last annual report, state distributions that were anticipated and priority of order of distributions.

20A. Did venture borrow any funds, sell any of its capital assets, mortgage any of its properties, or acquire substantial assets, whether or not subject to mortgages, have any of its assets condemned, incur new obligations, or enter into contracts relating to realty during the period covered by this report?

Yes [ ]

No [ ]

If yes, set forth on separate sheet the full details thereof, including names and address of all parties, holders of mortgages, terms of mortgages not previously disclosed in AR-1, etc.

Check here if such statement is being supplied with this report. [ ]

20B. Where funds were raised for discretionary investment by trustees, general partners or otherwise, copies of all contracts, mortgages, agreements and other material papers should be attached hereto and identified in full.

Check here if such attachments are being supplied with this report. [ ]

21A. Set forth any sums paid to principals, directly or indirectly for service or goods furnished to the venture not covered in your answer to Question 31 hereof. Indicate nature of such services and cost of such goods sold by such principals:

<u>Principal</u>	<u>Consideration</u>	<u>Purpose of Payment</u>	<u>Cost of Goods</u>
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21B. Where any goods or services were furnished by any party, entity, organization of group in which the principals have any financial interest, direct or indirect, indicate nature of interest on a separate sheet and nature of transaction, goods or services furnished and amounts paid to such suppliers.

Check here if such separate sheet is being supplied with this report. [ ]

22. If any sums were raised by the venture during this reporting period by way of public offering of securities (whether the original offering itself or additional offerings), indicate disposition of all sums raised, including details of sums expended for underwriting commissions, offering expenses, purchase of property, satisfaction of mortgages, construction of buildings, modernization of property, loans, etc. account, the name of bank and the period the money was held therein and the amount thereof. Attach photocopies of such bank statements which should show all deposits made and all withdrawals, and dates thereof. Set forth in detail the purpose for each withdrawal.

Check here if photocopies of bank statements and detail of withdrawals are being supplied with this report. [ ]

23A. Is any of the property in which the venture has an interest operated by or leased to any group, organization, entity or other party other than the venture such as net lessee, etc.?

Yes [ ]

No [ ]

If yes, to your knowledge did the operator or lessee of the property receive sufficient income from such operation to pay the required payments to the venture?

Yes [ ]

No [ ]

If no, explain on an attached sheet source of additional funds, if full amount of required payments were made and whether the additional funds received by the operator or lessee of the property were raised as a result of loans, etc.

Check here if such attached sheet is being supplied with this report. [ ]

23B. If operator of the property is or was a party of entity related to principals of the venture or in which such principals have or had an interest, annex a profit and loss statement and a cash flow statement of the operation of the property, verified by an independent public accountant.

Check here if such statements are being supplied with this report. [ ]

24. Were any projections of income and expenses for all or part of the period covered by this report provided in the prospectus of the venture?

Yes [ ]

No [ ]

If yes, state the projected figures, the actual figures, the difference between figures and the percentage differences below. If the projected and actual figures differ for any item by more than one per cent explain reason for difference on a separate sheet, if space provided herein is not sufficient.

Check here if such separate sheet is being supplied with this report. [ ]

Period Covered \_\_\_\_\_

<u>Projection of Income</u> (in prospectus or annual report) (Set forth particular source of income)	<u>Actual Income</u>	<u>Difference</u>	<u>Per Cent Difference</u>
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<u>Projection Expenses</u> (in prospectus or annual report) (Set forth particular items of expense)	<u>Actual Expense</u>	<u>Difference</u>	<u>Per Cent Difference</u>
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25. Is the venture involved in any litigation?

Yes [ ] No [ ]

If yes, state details on a separate sheet.

Check here if separate sheet is being supplied with this report. [ ]

26. What distributions are anticipated for the coming fiscal year? If this represents a change from the present rate of distribution indicate reason for anticipated increase or decrease on a separate sheet.

If yes, state details on a separate sheet.

Check here if separate sheet is being supplied with this report. [ ]

27. Have any material events (not fully described elsewhere herein or in annual reports previously filed) occurred since the date of the prospectus or the date of the last annual report of the venture which might materially affect the operation, value or income of the property of the venture during the coming year?

Yes [ ] No [ ]

If yes, state details on a separate sheet.

Check here if separate sheet is being supplied with this report. [ ]

28A. Was any injunction, cease and desist order or revocation of license or registration relating to securities obtained, or were such types of proceedings or actions instituted against the venture or any principal thereof during the period of this report?

Yes [ ] No [ ]

If yes, state details on a separate sheet.

Check here if separate sheet is being supplied with this report. [ ]



28B. Were any criminal proceedings of any nature instituted or were convictions obtained against the venture or the principals thereof during the period covered by this report?

Yes  No

If yes, state details on a separate sheet.

Check here if separate sheet is being supplied with this report.

29. Has the U.S. Bureau of Internal Revenue, the New York State Income Tax Bureau, the U.S. Tax Court or other tax or judicial authority determined that the tax liability is different from the one reported by the venture?

Yes  No

If yes, give details on a separate sheet.

Check here if separate sheet is being supplied with this report.

30. Did any municipal or other governmental authority place any violation on property of the venture or give notice of required repairs or alterations during this period?

Yes  No

If yes, give full details on a separate sheet including dates when any such violations were removed.

Check here if separate sheet is being supplied with this report.

31A. What, if any, distributions or other payments were actually paid during the period of this report to limited partners, general partners, principals, trustees, directors, stockholders or other investors or holders of other securities issued by venture, including distributions of proceeds received on refinancing of mortgages, etc. State the amount paid to each of the above classes of recipients.

31B. State the amount of salary, other compensation or bonuses paid to principals of the venture if not given elsewhere in this report. Indicate name of each principal and amounts paid, given or credited to each.

32. Is there attached, as required, a statement verified by an independent public accountant setting forth in detail the amounts and sources of all distributions from each of the following, with detail thereof?

Yes  No



35. Is there attached, as required, a statement of reconciliation between the summary of all quarterly "Source of Distribution Statements" and the annual source of Distributions Report (described in question 32)?

Yes [ ]

No [ ]

36. Is there attached, as required, a copy of the annual report submitted to all investors? a mere balance sheet and profit and loss statement, without a narrative report of all major occurrences affecting the venture and its property during the year, is not an adequate annual report.

Yes [ ]

No [ ]

**SECTION "C"**

37. Furnish below for all principals of the venture, full name, home address, and title or position in the venture:

**NAME (PRINT)**

**HOME ADDRESS**

**TITLE OR POSITION**

38. The verification below should be executed by the chief executive officer of the venture (e.g. president of corporation, chairman of the board of trustees, etc.). Where the venture is a partnership, all general partners are required to execute the verification.

