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YEAR OF Filing Prior to: 01/01/92

STATE OF ILLINOIS
FOREIGN CORPORATION ANNUAL REPORT

CORPORATION FILE NO.

PLEASE TYPE OR PRINT CLEARLY IN BLACK INK

F 5580-341-2

1.) CHANGES ONLY REGISTERED AGENT Deborah Sue Ward
REGISTERED OFFICE 6810 N. Mannheim Road
CITY, IL ZIP CODE Rosemont, IL 60018 COUNTY Cook

2.) CORPORATE NAME, REGISTERED AGENT, REGISTERED OFFICE, CITY, IL, ZIP CODE

CLIFFWOOD MANAGEMENT COMPANY
~~MAURICE JACOBS~~ 011690
~~185 N LASALLE ST STE 2703~~
CHICAGO, IL. 60601 *see above*

FILED

COOK FEB 20 1992
COUNTY GEORGE H. RYAN
SECRETARY OF STATE

3a.) State or Country of incorporation: CA 3b.) Date Qualified To Do Business In IL: 01/16/1990

4.) The names and residential addresses of ALL officers & directors (MUST be listed here)

OFFICE	NAME	NUMBER & STREET	CITY	STATE	ZIP
President	Henry S. Stone	11755 Wilshire Blvd.	Los Angeles, CA	90025	
Secretary	Earl O. Bender	11755 Wilshire Blvd., #2000	Los Angeles, CA	90025	
Treasurer	Ronald I. Anson	11755 Wilshire Blvd., #2000	Los Angeles, CA	90025	
Director	Henry S. Stone	11755 Wilshire Blvd., #2000	Los Angeles, CA	90025	
Director	Earl O. Bender	11755 Wilshire Blvd., #2000	Los Angeles, CA	90025	

5.) If 51% or more of the stock is owned by a minority or female, please check appropriate box Minority Owned Female Owned

IMPORTANT! Whenever the amount in item 5 or 7a differs from the Secretary of State's records, the enclosed BCA 14.30 must be completed.

6.) Number of shares authorized and issued (as of 10/31/91):

CLASS	SERIES	PAR VALUE	NUMBER AUTHORIZED	NUMBER ISSUED
COMM			100000	10000.000

7a.) The amount of paid-in capital as of 10/31/91 is: \$ 10,000

7b.) The Paid-in Capital on record with the Secretary of State is: \$ 10 000

8.) By [Signature] President 1/6/92
(Any Authorized Officer's Signature) (Title) (Date)

RETURN TO:

Department of Business Services
Secretary of State
Springfield, IL 62756
Telephone (217) 782-7808

ITEM 8 MUST BE SIGNED!

Under the penalty of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered agent and/or office, pursuant to provisions of the Business Corporation Act, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

(PLEASE COMPLETE THE REVERSE SIDE OF THIS REPORT)

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