

1.) CORPORATION NAME:

USAA Real Estate Company

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**C T CORPORATION SYSTEM
4701 COX RD STE 301
GLEN ALLEN, VA 23060-6802**

DUE DATE: **3/31/2013**

SCC ID NO: **F1659772**

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMMON	1,000

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

HENRICO COUNTY

4.) STATE OR COUNTRY OF INCORPORATION:

DE

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 9830 COLONNADE BLVD STE 600

CITY/ST/ZIP: SAN ANTONIO, TX 78230

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

<p>NAME: LEONARD J O'DONNELL TITLE: PRESIDENT ADDRESS: 9830 COLONNADE BLVD. #600 CITY/ST/ZIP/CO: SAN ANTONIO, TX 78230-2239</p>	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
<p>NAME: GLEN E MITTS TITLE: SNR VP ADDRESS: 9830 COLONNADE BLVD STE 600 CITY/ST/ZIP/CO: SAN ANTONIO, TX 78230</p>	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
<p>NAME: STEVEN A. WATERS TITLE: SECRETARY ADDRESS: 9830 COLONNADE BLVD. SUITE 600 CITY/ST/ZIP/CO: SAN ANTONIO, TX 78230-2239</p>	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
<p>NAME: TONI M. FISHER TITLE: ASST SECRETARY ADDRESS: 9830 COLONNADE BLVD. SUITE 600 CITY/ST/ZIP/CO: SAN ANTONIO, TX 78230-2239</p>	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
<p>NAME: JAMES K. HARDIN TITLE: ASST SECRETARY ADDRESS: 9830 COLONNADE BLVD. SUITE 600 CITY/ST/ZIP/CO: SAN ANTONIO, TX 78230-2239</p>	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
<p>NAME: T PATRICK DUNCAN TITLE: CEO ADDRESS: 9830 COLONNADE BLVD #600 CITY/ST/ZIP/CO: SAN ANTONIO, TX 78230-2239</p>	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR

NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	PATRICK A. IRWIN SR FIN OFFCR 9830 COLONNADE BLVD #600 SAN ANTONIO, TX 78230-2239	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	STANLEY R ALTERMAN SVP 9830 COLONNADE BLVD. #600 SAN ANTONIO, TX 78230-2239	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	DAVID J. BUCK SVP 9830 COLONNADE BLVD. SUITE 600 SAN ANTONIO, TX 78230-2239	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	BRUCE S. CHILDS AVP 9830 COLONNADE BLVD. SUITE 600 SAN ANTONIO, TX 78230-2239	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	DIRK PD MOSIS III SVP 9830 COLONNADE BLVD. #600 SAN ANTONIO, TX 78230-2239	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	BRUCE C PETERSEN SVP 9830 COLONNADE BLVD. #600 SAN ANTONIO, TX 78230-2239	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	SUSAN T WALLACE SVP 9830 COLONNADE BLVD. #600 SAN ANTONIO, TX 78230-2239	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	CHRISTOPHER W CLAUS DIRECTOR 9830 COLONNADE BLVD. #600 SAN ANTONIO, TX 78230-2239	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	JACK FRAKER DIRECTOR 9830 COLONNADE BLVD. #600 SAN ANTONIO, TX 78230-2239	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	JOE C MCKINNEY DIRECTOR 1177 NE LOOP 410 4TH FLOOR SAN ANTONIO, TX 78209	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	JOSUE ROBLES DIRECTOR 9830 COLONNADE BLVD. SUITE 600 SAN ANTONIO, TX 78230-2239	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR

NAME:	SHON J MANASCO	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	9830 COLONNADE BLVD.		
	SUITE 600		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239		

NAME:	STUART B PARKER	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	9830 COLONNADE BLVD.		
	SUITE 600		
CITY/ST/ZIP/CO:	SAN ANTONIO, TX 78230-2239		

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

/s/ STEVEN A. WATERS	STEVEN A. WATERS, SECRETARY	2/13/2013
SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	PRINTED NAME AND CORPORATE TITLE	DATE

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.