

1.) CORPORATION NAME:

**USAA Real Estate Company**

DUE DATE: **3/31/2014**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**C T CORPORATION SYSTEM  
4701 COX ROAD, SUITE 285  
GLEN ALLEN, VA**

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: STANLEY R ALTERMAN TITLE: SVP ADDRESS: 9830 COLONNADE BLVD. #600 CITY/ST/ZIP/CO: SAN ANTONIO, TX 78230-2239</p>	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
<p>NAME: DAVID J. BUCK TITLE: SVP 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: BRUCE S. CHILDS TITLE: AVP 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: BRUCE S CHILDS TITLE: MNG DIRECTOR 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

NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	TONI M. FISHER ASST SECRETARY 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:	TONI M FISHER ASST SECRETARY 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:	JAMES K. HARDIN ASST SECRETARY 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:	JAMES HIME CFO 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:	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:	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:	STEVEN A. WATERS SECRETARY 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:	CHRISTOPHER W CLAUS DIRECTOR 9830 COLONNADE BLVD. #600 SAN ANTONIO, TX 78230-2239	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR

NAME: T PATRICK DUNCAN  OFFICER  DIRECTOR  
 TITLE: DIRECTOR  
 ADDRESS: 9830 COLONNADE BLVD.  
 SUITE 600  
 CITY/ST/ZIP/CO: SAN ANTONIO, TX 78230-2239

NAME: CARL C LIEBERT III  OFFICER  DIRECTOR  
 TITLE: DIRECTOR  
 ADDRESS: 9830 COLONNADE BLVD.  
 SUITE 600  
 CITY/ST/ZIP/CO: SAN ANTONIO, TX 78230-2239

NAME: SHON J MANASCO  OFFICER  DIRECTOR  
 TITLE: DIRECTOR  
 ADDRESS: 9830 COLONNADE BLVD.  
 SUITE 600  
 CITY/ST/ZIP/CO: SAN ANTONIO, TX 78230-2239

NAME: JOE C MCKINNEY  OFFICER  DIRECTOR  
 TITLE: DIRECTOR  
 ADDRESS: 1177 NE LOOP 410 4TH FLOOR  
 CITY/ST/ZIP/CO: SAN ANTONIO, TX 78209

NAME: STUART B PARKER  OFFICER  DIRECTOR  
 TITLE: DIRECTOR  
 ADDRESS: 9830 COLONNADE BLVD.  
 SUITE 600  
 CITY/ST/ZIP/CO: SAN ANTONIO, TX 78230-2239

NAME: JOSUE ROBLES  OFFICER  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                      2/13/2014  
 SIGNATURE OF DIRECTOR/OFFICER      PRINTED NAME AND CORPORATE                      DATE  
 LISTED IN THIS REPORT                      TITLE

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.