Preferred B

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FORM 5

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

[] Form 3 Holdings Reported

[] Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB APPROVAL

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1. Name and Address of Repo	orting Person*		. Issuer Name nd Ticker or Trading S	Symbol	Statement for Month/Year		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			TC Properties, Inc. TC		12/2002					
Oxnard, CA 93036 (City)	(Street) (Zip		. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		5. If Amendment, Date of Original (Month/Year)		7. Individual or Joint/Group Filing (Check Applicable Lin X Form filed by One Reportin Form filed by More than On		ng Person	
		Table I - N	Ion-Derivative Secur	ities Acquired, Dis	posed of, or Beneficia	ally Owned				
1. Title of Security (Instr. 3)	2.Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Yea	Code (Instr. 8)	4. Securities Acquir (D) (Instr. 3, 4, and 5	ed (A) or Disposed Of ii) A/D /	5. Amount of Securities Beneficiall Owned at Issuer's Fit (Instr. 3 an	y end of scal Year	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
O Ot a st				Price	e	04.00	20			
Common Stock			_		11	21,60	UU	D		
Common Stock					11	13,73	37	I	Company contribution and reinvestment of dividend on shares held in deferred compensation trust. Individuals do not have the right to vote such shares.	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

789

220

D

401k Retirement Plan

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Deri- vative Security	3. Transaction Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Year Reported Transaction(s) (Instr.4)	10. Owner- ship Form of Deriv- ative Securities: Direct (D) or Indirect (I) (Instr.4)	11. Nature of Indirect Beneficial Ownership (Instr.4)
					A or D	DE / ED	Title / Amount or Number of Shares				
Employee Stock Options	\$5.375	03/31/2000				03/31/2001 / 03/31/2008	Common Stock / 6,000			D	
Employee Stock Options	\$5.375	03/31/2000				03/31/2002 / 03/31/2009	Common Stock / 6,000			D	
Employee Stock Options	\$5.375	03/31/2000				03/31/2003 / 03/31/2010	Common Stock / 6,000			D	
Employee Stock Options	\$5.375	03/31/2000				03/31/2004 / 03/31/2011	Common Stock / 6,000			D	
Employee Stock Options	\$5.375	03/31/2000				03/31/2005 / 03/31/2012	Common Stock / 6,000			D	
Employee Stock Options	\$7.63	04/04/2002				04/10/2003 / 04/10/2010	Common Stock / 2,000			D	
Employee Stock Options	\$7.63	04/04/2002				04/10/2004 / 04/10/2011	Common Stock / 2,000			D	
Employee Stock Options	\$7.63	04/04/2002				04/10/2005 / 04/10/2012	Common Stock / 2,000			D	
Employee Stock Options	\$7.63	04/04/2002				04/10/2006 / 04/10/2013	Common Stock / 2,000			D	

Employee Stock Options	7.63	04/04/2002				04/10/2007 / 04/10/2014	Common Stock / 2,000		40,000	D	
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Explanation of Responses:

By: Date:

/s/ Alex Chavez 02/06/2003

Sr. Vice President and Treasurer

** Signature of Reporting Person SEC 2270 (09-02)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C.

Taking a minimum representation of the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.