



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

Fee: \$50.00

Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615
Telephone: (401) 222-3040

**Foreign Business Corporation
Annual Report**

Filing Period: January 1 - March 1

In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of \$25.00.

ANNUAL REPORT YEAR: 2009

1. Corporate ID No. 000063648

2. Name of Corporation RI Hillcroft, Inc.

3. Street Address Principal Business Office:

No. and Street: 100 S CHARLES ST
4TH FLOOR

City or Town: BALTIMORE State: MD Zip: 21201-2713 Country: USA

4. Business Phone No.

312-904-9641

5. State of Incorporation

State: DE

6. Brief Description of the Character of Business Conducted in Rhode Island

ACQUIRING, OWNING, DEVELOPING, OPERATING, MANAGING AND SELLING REAL ESTATE PROPERTIES

7. Names and Addresses of the Officers and Directors:

All officers and directors must be listed.

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
PRESIDENT	HOWARD C EPSTEIN	401 N TRYON ST; NC1-021-02-20 CHARLOTTE, NC 28255 USA
TREASURER	ADRIENNE M BARR	401 N TRYON ST; NC1-021-02-20 CHARLOTTE, NC 28255 USA
ASST SEC	NATHAN A BARTH	401 N TRYON ST; NC1-021-02-20 CHARLOTTE, NC 28255 USA
SVP	DUANE L SMITH	401 N TRYON ST; NC1-021-02-20 CHARLOTTE, NC 28255 USA
DIRECTOR	PHYLLIS P NASH	401 N TRYON ST; NC1-021-02-20 CHARLOTTE, NC 28255 USA

8. Shares Authorized and Issued

Class of Stock	Series of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>	Total Issued and Outstanding <i>Num of Shares</i>
CWP		\$0.01	3,000.00	3000

9. This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

Signed this 5 Day of February, 2009 at 11:43:28 AM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

By DUANE L SMITH
Signature of Authorized Representative of the Corporation

SVP
Title

This report cannot be accepted for filing if an officer has executed the form and he/she is not listed in section 7.

Form No. 630
Revised 09/07