



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 37109		2. Name of Corporation Classic Acres, Inc.			
3. Street Address Principal Business Office TWO ELM STREET, P.O. BOX 414			City WESTERLY	State RI	Zip 02891-0414
4. Business Phone No. (401) 596-0225		5. State of Incorporation RHODE ISLAND			6. SIC Code 5710
7. Brief Description of the Character of Business Conducted in Rhode Island REAL ESTATE DEVELOPMENT.					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Kathleen A. Thompson			Vice President Name		
Street Address 9 Wicasta Farm Road			Street Address		
City Hope Valley	State Rhode Island	Zip 02832	City	State	Zip
Secretary Name Kathleen A. Thompson			Treasurer Name Kathleen A. Thompson		
Street Address 9 Wicasta Farm Road			Street Address 9 Wicasta Farm Road		
City Hope Valley	State Rhode Island	Zip 02832	City Hope Valley	State Rhode Island	Zip 02832
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Kathleen A. Thompson			Director Name Jean I. Stevenson		
Street Address 9 Wicasta Farm Road			Street Address 6 Red Fox Trail		
City Hope Valley	State Rhode Island	Zip 02832	City Hope Valley	State Rhode Island	Zip 02832
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000	NO PAR VALUE		1,000	Common	None

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



37109 DBC 01/05/05 11:47:19 AM

File Date 01-15-05

Check No. 4987

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Kathleen A. Thompson 1/25/05
Signature of Officer Date

Kathleen A. Thompson
Print or Type Name of Officer

President
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 37109		2. Name of Corporation Classic Acres, Inc.	
3. Street Address Principal Business Office TWO ELM STREET, P.O. BOX 414		City WESTERLY	State RI
4. Business Phone No. 4015960225		5. State of Incorporation RHODE ISLAND	6. SIC Code 5710

7. Brief Description of the Character of Business Conducted in Rhode Island
REAL ESTATE DEVELOPMENT.

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name KATHLEEN A. THOMPSON			Vice President Name		
Street Address 9 WICASTA FARM ROAD			Street Address		
City HOPE VALLEY	State RI	Zip 02832	City	State	Zip
Secretary Name KATHLEEN A. THOMPSON			Treasurer Name KATHLEEN A. THOMPSON		
Street Address AS ABOVE			Street Address AS ABOVE		
City	State	Zip	City	State	Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name KATHLEEN A. THOMPSON			Director Name JEAN I. STEVENSON		
Street Address AS ABOVE			Street Address 6 RED FOX TRAIL		
City	State	Zip	City HOPE VALLEY	State RI	Zip 02832
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
1,000	common	none

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

Number of Shares	Class/Series	Par Value
1,000	COMMON	NONE

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



37109 DBC 01/14/04 05:01:52 PM

File Date 2-05-04

Check No. 4858

By: ICP

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Kathleen A. Thompson 1/20/04
Signature of Officer Date
KATHLEEN A. THOMPSON
Print or Type Name of Officer
PRESIDENT
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. *37109*		2. Name of Corporation Classic Acres, Inc.			
3. Street Address Principal Business Office TWO ELM STREET, P.O. BOX 414			City WESTERLY	State RI	Zip 02891-00414
4. Business Phone No. (401) 596-0225		5. State of Incorporation RHODE ISLAND			6. SIC Code 5710
7. Brief Description of the Character of Business Conducted in Rhode Island REAL ESTATE DEVELOPMENT.					

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name KATHLEEN A. THOMPSON			Vice President Name		
Street Address 9 WICASTA FARM ROAD			Street Address		
City HOPE VALLEY	State RI	Zip 02832	City	State	Zip
Secretary Name KATHLEEN A. THOMPSON			Treasurer Name KATHLEEN A. THOMPSON		
Street Address AS ABOVE			Street Address AS ABOVE		
City	State	Zip	City	State	Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name KATHLEEN A. THOMPSON.			Director Name JEAN I. STEVENSON.		
Street Address AS ABOVE			Street Address 6 RED FOX TRAIL		
City	State	Zip	City HOPE VALLEY	State RI	Zip 02832
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000	NO PAR VALUE		1,000	COMMON	NONE

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



**37109* 1/23/03 3:21:51 PM*

File Date 2.26.03

Check No. 4748

By: ICP

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Kathleen A. Thompson
Signature of Officer Date

KATHLEEN A. THOMPSON
Print or Type Name of Officer

PRESIDENT
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **37109** 2. Name of Corporation **Classic Acres, Inc.**
3. Street Address Principal Business Office **Two Elm Street (P.O. Box 414)** City **Westerly** State **RI** Zip **02891**
4. Business Phone No. **(401) 596-0225** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **5710**
7. Brief Description of the Character of Business Conducted in Rhode Island
Real Estate Development

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Kathleen A. Thompson	Vice President Name
Street Address 9 Wicasta Farm Road	Street Address
City Hope Valley State RI Zip 02832	City State Zip
Secretary Name Kathleen A. Thompson	Treasurer Name Kathleen A. Thompson
Street Address as above	Street Address as above
City State Zip	City State Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Kathleen A. Thompson	Director Name Jean I. Stevenson
Street Address as above	Street Address 6 Red Fox Trail
City State Zip	City State Zip Hope Valley RI 02832
Director Name	Director Name
Street Address	Street Address
City State Zip	City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
1,000 NO PAR VALUE		

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
1,000	common	none

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 7 1 0 9 *

File Date: 2-25-02
Check No.: 4381
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] Date 2/9/02
Signature of Officer

Kathleen A. Thompson
Print or Type Name of Officer

President
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **37109** 2. Name of Corporation **Classic Acres, Inc.**

3. Street Address Principal Business Office **Two Elm Street (P.O. Box 414)** City **Westerly** State **RI** Zip **02891-0414**

4. Business Phone No. **(401) 596-0225** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **5710**

7. Brief Description of the Character of Business Conducted in Rhode Island
Real Estate Development

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Kathleen A. Thompson	Vice President Name
Street Address 9 Wicasta Farm Road	Street Address
City State Zip Hope Valley RI 02832	City State Zip
Secretary Name Kathleen A. Thompson	Treasurer Name Kathleen A. Thompson
Street Address as above	Street Address as above
City State Zip	City State Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Kathleen A. Thompson	Director Name Jean I. Stevenson
Street Address as above	Street Address 6 Red Fox Trail
City State Zip	City State Zip Hope Valley RI 02832
Director Name	Director Name
Street Address	Street Address
City State Zip	City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
1,000 SHS NO PAR VALUE		

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares	Class/Series	Par Value
1,000	COMMON	none

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 7 1 0 9 *

File Date: 2/20
Check No.: 3853
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Kathleen Thompson 1/29/01
Signature of Officer Date

Kathleen Thompson
Print or Type Name of Officer

pres.
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 37109		2. Name of Corporation Classic Acres, Inc.		
3. Street Address Principal Business Office Two Elm Street (P.O. Box 414)		City Westerly	State RI	Zip 02891-0414
4. Business Phone No. (401) 596-0225		5. State of Incorporation RHODE ISLAND		6. SIC Code 5710
7. Brief Description of the Character of Business Conducted in Rhode Island Real Estate Development				
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
President Name Kathleen A. Thompson		Vice President Name		
Street Address 9 Wicasta Farm Road		Street Address		
City Hope Valley	State RI	Zip 02832	City	State
Secretary Name Kathleen A. Thomspn		Treasurer Name Kathleen A. Thompson		
Street Address as above		Street Address as above		
City	State	Zip	City	State
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name Kathleen A. Thompson		Director Name Jean I. Stevenson		
Street Address as above		Street Address 6 Red Fox Trail		
City	State	Zip	City Hope Valley	State RI
Director Name		Director Name		
Street Address		Street Address		
City	State	Zip	City	State
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> 11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>				
AUTHORIZED SHARES			ISSUED SHARES	
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series
1,000 SHS NO PAR VALUE			1,000	common

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 7 1 0 9 *

File Date: 2/22/00
Check No.: 3323
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Kathleen A. Thompson, Pres/25/00
Signature of Officer Date

Kathleen A. Thompson
Print or Type Name of Officer

President

Title of Officer

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. 37109		2. Name of Corporation Classic Acres, Inc.			
3. Street Address Principal Business Office Two Elm Street P.O. Box 414			City Westerly	State RI	Zip 02891-0414
4. Business Phone No. (401) 596-0225		5. State of Incorporation RHODE ISLAND			6. SIC Code 5710
7. Brief Description of the Character of Business Conducted in Rhode Island Real Estate Development					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Kathleen A. Thompson			Vice President Name		
Street Address 9 Wicasta Farm Road			Street Address		
City Hope Valley	State RI	Zip 02832	City	State	Zip
Secretary Name Kathleen A. Thompson			Treasurer Name Kathleen A. Thompson		
Street Address as above			Street Address as above		
City	State	Zip	City	State	Zip
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Kathleen A. Thompson			Director Name Jean I. Stevenson		
Street Address as above			Street Address 6 Red Fox Trail		
City	State	Zip	City Hope Valley	State RI	Zip 02832
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 SHS NO PAR VALUE			1,000	common	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 3 7 1 0 9 *

File Date: Feb 18 1999

Check No.: 2812

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Kathleen A. Thompson 1/20/99
Signature of Officer Date

Kathleen A. Thompson
Print or Type Name of Officer

president
Title of Officer

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998

Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **37109** 2. Name of Corporation **Classic Acres, Inc.**
3. Street Address Principal Business Office
Two Elm Street (P.O. Box 414) City **Westerly** State **RI** Zip **02891-0414**
4. Business Phone No. **(401) 596-0225** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **5710**

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

Real Estate Development

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name Kathleen A. Thompson Street Address 9 Wicasta Farm Road City Hope Valley State RI Zip 02832	Vice President Name Street Address City State Zip
Secretary Name Kathleen A. Thompson Street Address as above City State Zip	Treasurer Name Kathleen A. Thompson Street Address as above City State Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name Kathleen A. Thompson Street Address as above City State Zip	Director Name Jean I. Stevenson Street Address 6 Red Fox Trail City Hope Valley State RI Zip 02832
Director Name Street Address City State Zip	Director Name Street Address City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	1,000 SHS	NO PAR VALUE	

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	1,000	common	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 2/24
Check No.: 2328
By: KAO

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Kathleen A. Thompson 1-25-98
Signature of Officer Date
KATHLEEN A THOMPSON
Print or Type Name of Officer
President
Title of Officer



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **37109** 2. Name of Corporation **Classic Acres, Inc.**
3. Street Address Principal Business Office **Two Elm Street (P.O. Box 414)** City **Westerly** State **RI** Zip **02891-0414**
4. Business Phone No. **(401) 596-0225** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **5710**

7. Brief Description of the Character of Business Conducted in Rhode Island
Real Estate Development

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name Kathleen A. Thompson	Vice President Name
Street Address 9 Wicasta Farm Road	Street Address
City Hope Valley State RI Zip 02832	City State Zip
Secretary Name Kathleen A. Thompson	Treasurer Name Kathleen A. Thompson
Street Address as above	Street Address as above
City State Zip	City State Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name Kathleen A. Thompson	Director Name
Street Address as above	Street Address
City State Zip	City State Zip
Director Name Jean I. Stevenson	Director Name
Street Address 6 Red Fox Trail	Street Address
City State Zip Hope Valley RI 02832	City State Zip

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 SHS NO PAR VALUE			1,000	common	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 2/28/97
Check No.: 2084
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Kathleen A. Thompson 2.5.97
Signature of Officer Date
KATHLEEN A. THOMPSON
Print or Type Name of Officer
PRES.
Title of Officer

**PROFIT CORPORATION
ANNUAL REPORT**

1996



State of Rhode Island and Providence Plantations
James R. Langevin, *Secretary of State*
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 37109		2. NAME OF CORPORATION Classic Acres, Inc.	
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE Two Elm Street (P.O. Box 414)		CITY Westerly	STATE RI
4. BUSINESS PHONE NO. (401) 596-0225		5. STATE OF INCORPORATION RHODE ISLAND	6. SIC CODE 5710
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND Real Estate Development			

B. NAMES AND ADDRESSES OF THE OFFICERS

PRESIDENT NAME Kathleen A. Thompson			VICE PRESIDENT NAME		
STREET ADDRESS 9 Wicasta Farm Road			STREET ADDRESS		
CITY Hope Valley	STATE RI	ZIP CODE 02832	CITY	STATE	ZIP CODE
SECRETARY NAME Kathleen A. Thompson			TREASURER NAME Kathleen A. Thompson		
STREET ADDRESS as above			STREET ADDRESS as above		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE

9. NAMES AND ADDRESSES OF THE DIRECTORS

DIRECTOR NAME Kathleen A. Thompson			DIRECTOR NAME		
STREET ADDRESS as above			STREET ADDRESS		
CITY	STATE	ZIP CODE	CITY	STATE	ZIP CODE
DIRECTOR NAME Jean I. Stevenson			DIRECTOR NAME		
STREET ADDRESS 6 Red Fox Trail			STREET ADDRESS		
CITY Hope Valley	STATE RI	ZIP CODE 02832	CITY	STATE	ZIP CODE

10. SHARES AUTHORIZED AND ISSUED

AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
1,000 SHS	NO PAR VALUE		1,000	common	

This report must be **SIGNED IN INK** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

File Date: 2/27/96
Check No: 1809
By: [Signature]

[Signature]
Signature of Officer
Kathleen A. Thompson
Print or Type Name of Officer
President
Title of Officer
2/2/96
Date

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

Corporate ID: 0037109 Annual Report for the year: 1995

Name of Corporation: Classic Acres, Inc.

Business entity organized under the laws of the State of: RI
 For foreign entity, address and telephone number of principal office:

Business Entity is (check one):
 Business Corporation (See RIGL Chapter 7-1.1)
 Professional Service Corporation (See RIGL Chapter 7-5.1)

Phone: ()
 Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):
Two Elm Street (P.O. Box 414)
Westerly, Rhode Island 02891-0414
 Phone: (401) 596-0225

Brief statement of the character of business conducted in Rhode Island:
Real estate development

THE NAMES OF THE OFFICERS ARE:

PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
Kathleen A. Thompson	9 Wicasta Farm Road	Hope Valley, RI	02832
VICE PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
SECRETARY	STREET ADDRESS	CITY/STATE	ZIP CODE
Kathleen A. Thompson	as above		
TREASURER	STREET ADDRESS	CITY/STATE	ZIP CODE
Kathleen A. Thompson	as above		

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
Kathleen A. Thompson	as above		
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
Jean I. Stevenson	6 Red Fox Trail	Hope Valley, RI	02832

NUMBER OF SHARES AUTHORIZED (Rider may be attached)		NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)	
Number of Shares	Class / Series	Number of Shares	Class / Series
1,000	common	1,000	common

Date January 31, 19 95

By: Kathleen A. Thompson
Kathleen A. Thompson
 PRINT OR TYPE NAME OF OFFICER SIGNING
President
 TITLE OF OFFICER SIGNING

Form 31 1/95

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

CHARLES S. SOLOVEITZIK
 TWO ELM STREET
 P.O. BOX 414
 WESTERLY RI 02891

FILED
FEB 16 1995
 By: [Signature]
01630

Filing Fee \$50.00
Payable to:
Secretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

File Annually
LLC Sept 1 - Nov 1
CORP Jan 1 - March 1

Corporate ID: 0037109 Annual Report for the year: 1994

Name of Business Entity: Classic Acres, Inc.

Business entity organized under the laws of the State of RI

Federal Taxpayer Identification Number: [REDACTED]

For foreign entity, address and telephone number of principal office:

Phone: ()

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

Two Elm Street (P.O. Box 414)

Westerly, Rhode Island 02891-0414

Phone (401) 596-0225

Business Entity is (check one):

- Business Corporation (See RIGL Chapter 7-1.1)
- Professional Service Corporation (See RIGL Chapter 7-5.1)
- Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:

Charles S. Soloveitzik, Esquire

P.O. Box 414

Westerly, Rhode Island 02891-0414

Brief statement of the character of business conducted in Rhode Island:

Date of Organization: January 14, 1986

Date of Qualification to do business in Rhode Island (if foreign entity):

THE NAMES OF THE OFFICERS ARE:

CHIEF EXECUTIVE OFFICER OR PRESIDENT (Check One) STREET ADDRESS CITY/STATE ZIP CODE

Kathleen A. Thompson 9 Wicasta Farm Road Hope Valley, R.I. 02832

CHIEF OPERATING OFFICER OR VICE PRESIDENT (Check One) STREET ADDRESS CITY/STATE ZIP CODE

CUSTODIAN OF RECORDS OR SECRETARY (Check One) STREET ADDRESS CITY/STATE ZIP CODE

Kathleen A. Thompson as above

CHIEF FINANCIAL OFFICER OR TREASURER (Check One) STREET ADDRESS CITY/STATE ZIP CODE

Kathleen A. Thompson as above

THE NAMES OF THE DIRECTORS ARE:

NAME STREET ADDRESS CITY/STATE ZIP CODE

Kathleen A. Thompson as above

Jeanne I. Stevenson 6 Red Fox Trail Hope Valley, R.I. 02832

NUMBER OF SHARES AUTHORIZED (If Applicable)		NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)	
NUMBER	CLASS	NUMBER	CLASS
1,000	common	1,000	common
			PAR VALUE OR WITHOUT PAR
	none		none

FILED
MAR 02 1994
By: 1464 JB

Date Feb 17, 19 94

By: Kathleen A. Thompson

Kathleen A. Thompson
PRINT OR TYPE NAME OF OFFICER SIGNING

president
TITLE OF OFFICER SIGNING

Form 21 - 1994

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

PLP 822

Corporate ID 0037109 Annual Report for the year 1993

FIRST: The name of the corporation is Classic Acres, Inc.

SECOND: It is incorporated under the laws of Rhode Island.

THIRD: Character of business, briefly stated, is Real Estate Development.

FOURTH: If foreign corporation, address of its principal office.

FIFTH: Business address in Rhode Island Two Elm Street (P.O. Box 414)
Westerly, Rhode Island 02891

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Kathleen A. Thompson	Director	9 Wicasta Farm Road, Hope Valley, RI 02832
Jean I. Stevenson	Director	55 Whitcomb Road, Riverside, RI 02915
	Director	
Kathleen A. Thompson	President	as above
	Vice President	
Kathleen A. Thompson	Secretary	as above
Kathleen A. Thompson	Treasurer	as above

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	common	PAID	none

FEB 26 1993

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	common	SEC'Y OF STATE	none

Dated 2/13 19 93

CLASSIC ACRES, INC.
(Name of Corporation)

By Kathleen A. Thompson

Title pres

(Report must be signed by an officer)

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0037109 Annual Report for the year 1992

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<u>Jean I. Stevenson</u>	<u>Director</u>	<u>55 Whitcomb Rd., Riverside, RI 02915</u>
	<u>Director</u>	
<u>Kathleen A. Thompson</u>	<u>President</u>	<u>as above</u>
	<u>Vice President</u>	
<u>Kathleen A. Thompson</u>	<u>Secretary</u>	<u>as above</u>
<u>Kahtleen A. Thompson</u>	<u>Treasurer</u>	<u>as above</u>

SEVENTH: Number of Shares authorized:

No of Shares	Class	Series	Par Value or statement that shares are without par value
<u>1,000</u>	<u>common</u>	<u>PAID</u>	<u>none</u>

MAR 02 1992

EIGHTH: Number of Shares issued:

No of Shares	Class	Series	Par Value or statement that shares are without par value
<u>1,000</u>	<u>common</u>	<u>SECY OF STATE</u>	<u>none</u>

Dated Jul 23, 19 92

CLASSIC ACRES, INC.
(Name of Corporation)

By Kathleen A. Thompson

Title pres.

(Report must be signed by an officer)

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0037109 Annual Report for the year 1991

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<u>Jean I. Stevenson</u>	<u>Director</u>	<u>55 Whitcomb Rd., Riverside, RI 02915</u>
	<u>Director</u>	
<u>Kathleen A. Thompson</u>	<u>President</u>	<u>as above</u>
	<u>Vice President</u>	
<u>Kathleen A. Thompson</u>	<u>Secretary</u>	<u>as above</u>
<u>Kathleen A. Thompson</u>	<u>Treasurer</u>	<u>as above</u>

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EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>1,000</u>	<u>common</u>		<u>none</u>

PAID
FEB 21 1991
SECY OF STATE

Dated Jan 28 19 91 CLASSIC ACRES, INC.
(Name of Corporation)

By Kathleen A. Thompson
Title President

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903



Corporate ID.....0037109..... Annual Report for the year 1990.....

FIRST: The name of the corporation is.....Classic Acres, Inc.....

SECOND: It is incorporated under the laws of.....Rhode Island.....

THIRD: Character of business, briefly stated, is.....Real Estate Development.....

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	Director	
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	Vice President	
Kathleen A. Thompson	Secretary	As above
Kathleen A. Thompson	Treasurer	As above

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No. of Shares	Class	Series	Par Value or statement that shares are without par value
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EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	common		none

PAID
FEB 27 1990
SEC'Y. OF STATE

Dated 2/8 1990

CLASSIC ACRES, INC.
(Name of Corporation)

By *Kathleen A. Thompson*
Title *pres*

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0037109 Annual Report for the year 1989

FIRST: The name of the corporation is Classic Acres, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is Real estate development

FOURTH: If foreign corporation, address of its principal office.....

FIFTH: Business address in Rhode Island Alton-Rockville Road, Hope Valley, R. I.

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Kathleen A. Thompson	Director	Alton-Rockville Rd., Hope Valley 02832
Jean I. Stevenson	Director	55 Whitcomb Road, Riverside, RI 02915
	Director	
Kathleen A. Thompson	President	As Above
	Vice President	
Kathleen A. Thompson	Secretary	As Above
Kathleen A. Thompson	Treasurer	As Above

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		none

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	Common		none

SECRETARY OF STATE
MAR 01 1989

Dated February 16 19 89 Classic Acres, Inc.
(Name of Corporation)

By Kathleen A. Thompson
Title President

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID..... 37109 Annual Report for the year 1988

FIRST: The name of the corporation is... Classic Acres, Inc.

SECOND: It is incorporated under the laws of..... Rhode Island.....

THIRD: Character of business, briefly stated, is..... Real estate development.....

FOURTH: If foreign corporation, address of its principal office.....

FIFTH: Business address in Rhode Island..... Alton-Rockville Road, Hope Valley, RI.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Kathleen A. Thompson.....	Director	Alton Rockville Rd., Hope Valley 02832
Jean I. Stevenson.....	Director	55 Whitcomb Road, Riverside, RI 02915
.....	Director
Kathleen A. Thompson.....	President	as above.....
.....	Vice President
Kathleen A. Thompson.....	Secretary	as above.....
Kathleen A. Thompson.....	Treasurer	as above.....

SEVENTH: Number of Shares authorized:

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1,000	common		none

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1,000	common		none

PAID
APR 19 1988
Series
SECY. OF STATE

Dated February 1, 1988.....

..... Classic Acres, Inc.
(Name of Corporation)

By *Kathleen A. Thompson*

Title..... President.....

(Report must be signed by an officer)

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 37109 Annual Report for the year 1987

FIRST: The name of the corporation is Classic Acres, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is R/I DEVELOPMENT

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island ALTON-ROCKVILLE RD.
HOPE VALLEY RI

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
<u>KATHLEEN THOMPSON</u>	Director	<u>ALTON-ROCKVILLE RD. HOPE VALLEY RI</u>
<u>ETENE STEVENSON</u>	Director	<u>55 WHELONS RD. REVERDE RI</u>
	Director	
<u>KATHLEEN THOMPSON</u>	President	<u>ALTON-ROCKVILLE RD. HOPE VALLEY RI</u>
	Vice President	
<u>"</u>	Secretary	<u>"</u>
<u>"</u>	Treasurer	<u>"</u>

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>1000</u>	<u>COMMON</u>	<u>PAID</u>	<u>NO PAR</u>

JAN 21 1987 — APR 3 1987

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>1000</u>	<u>COMMON</u>	<u>SECY. OF STATE</u>	<u>NO PAR</u>

Dated 1-13 19 87 Classic Acres Inc.
(Name of Corporation)

By Kathleen A Thompson
Title PRES.

(Report must be signed by an officer)