



**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. 000485264

2. Name of Corporation VCG Holding Corp.

3. Street Address Principal Business Office:

No. and Street: 390 UNION BOULEVARD, SUITE 540

City or Town: LAKEWOOD

State: CO Zip: 80228 Country: USA

4. Business Phone No.

(303) 934-2424

5. State of Incorporation

State: CO

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

OWNER AND OPERATOR OF ADULT NIGHTCLUBS

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/DIRECTOR	MICHEAL OCELLO	1401 MISSISSIPPI AVE., BAY 10 SAUGET, IL 62201 USA
CEO/DIRECTOR	TROY LOWRIE	390 UNION BLVD., SUITE 540 LAKEWOOD, CO 80228 USA
CFO/TREASURER/SECRETARY	COURTNEY COWGILL	390 UNION BLVD., SUITE 540 LAKEWOOD, CO 80228 USA
ASSISTANT SECRETARY	MARY BOWLES-COOK	390 UNION BLVD., SUITE 540 LAKEWOOD, CO 80228 USA
DIRECTOR	ROBERT MCGRAW JR.	7260 OSCEOLA ST. WESTMINSTER, CO 80030 USA
DIRECTOR	ALLAN RUBIN	29800 TELEGRAPH ROAD SOUTHFIELD, MI 48034 USA
DIRECTOR	MARTIN GRUSIN	780 RIDGE LAKE BLVD., SUITE 202 MEMPHIS, TN 38120 USA
DIRECTOR	GEORGE SAWICKI	1999 BROADWAY, SUITE 1200 DENVER, CO 80202 USA
DIRECTOR	KENTON SIEKMAN	417 JASPER WAY SUPERIOR, CO 80027 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	50,000,000.00	17769378

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 23 Day of February, 2009 at 1:11:58 PM. *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 MARY BOWLES-COOK
Signature of Authorized Representative of the Corporation

ASSISTANT SECRETARY
Title

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

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