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

Limited Liability Company
Annual Report

Filing Period: September 1 - November 1

In accordance with R.I.G.L. 7-16-66(d), each limited liability company failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-16-66(b&c)) is subject to a penalty fee of $25.00.

ANNUAL REPORT YEAR: 2008

1. ID No. 000149672

2. Exact Name of the Limited Liability Company Athena-Providence Place (Ground) LLC

3. State of Formation

State: DE

4. Brief Description of the Character of the Business Which is Actually Conducted in Rhode Island

ACQUISITION OF PROPERTY WITH ADDRESS OF 1000 PROVIDENCE PLACE, PROVIDENCE, RI

5. Principal Office Address

No. and Street: 712 FIFTH AVENUE, 8TH FLOOR/ATHENA GROUP
City or Town: NEW YORK State: NY Zip: 10019 Country: USA

6. Mailing Address of Limited Liability Company and Name or Title of Contact Person:

Contact Name: Contact Title:
No. and Street: 712 FIFTH AVENUE, 8TH FLOOR
City or Town: NEW YORK State: NY Zip: 10019 Country: USA

7. Name and Address of Each Manager of the Limited Liability Company, if Applicable.
DO NOT LIST MEMBERS

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
MANAGER	DANIEL L. RABINOWITZ	712 FIFTH AVENUE NEW YORK, NY 10019 USA

8. RESIDENT AGENT IN RHODE ISLAND - DO NOT ALTER
Changes Require Filing of Form 642 - R.I.G.L. 7-16-11

CORPORATION SERVICE COMPANY 222 JEFFERSON BOULEVARD, SUITE 200 WARWICK , RI 02888-

9. This report must be executed by an authorized person pursuant to R.I.G.L. 7-16-66 (b).

Signed this 13 Day of April, 2009 at 9:55:30 AM by the authorized person. *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 company, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-16.*

By ELENA VALCARCEL
Signature of Authorized Person

Form No. 632
Revised 09/07

© 2007 - 2009 State of Rhode Island and Providence Plantations
All Rights Reserved