



**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: 2009

1. ID No. 000169801

2. Exact Name of the Limited Liability Company B-VII Middletown RI LLC

3. State of Formation

State: DE

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

To lease, operate, maintain, develop, improve, finance and otherwise invest in real property for senior housing facilities.

5. Principal Office Address

No. and Street: C/O BENCHMARK ASSISTED LIVING LLC
40 WILLIAM STREET, SUITE 350

City or Town: WELLESLEY

State: MA Zip: 02481 Country: USA

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

Contact Name: Contact Title:

No. and Street: BENCHMARK ASSISTED LIVING LLC
40 WILLIAM STREET, SUITE 350

City or Town: WELLESLEY

State: MA Zip: 02481 Country: USA

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

Title	Individual Name	Address
	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country

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

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

Signed this 3 Day of December, 2009 at 12:03:48 PM 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 THOMAS H GRAPE
Signature of Authorized Person

Form No. 632
Revised 09/07