



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

Fee: \$50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(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: 2011

1. ID No. 000487365

2. Exact Name of the Limited Liability Company UA Portfolio Co-Invest Holdings, LLC

3. State of Formation

State: DE

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

Real Estate Investment Manager

5. Principal Office Address

No. and Street: 2711 CENTERVILLE ROAD, SUITE 400

City or Town: WILMINGTON

State: DE Zip: 19808 Country: USA

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

Contact Name: Contact Title:

No. and Street: C/O URBANAMERICA, L.P.

BROAD STREET, 35TH FLOOR

City or Town: NEW YORK

State: NY

Zip: 10004

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**

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 31 Day of October, 2011 at 1:43:54 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 RICHMOND MCCOY
Signature of Authorized Person

Form No. 632
Revised 09/07

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