2005 LIMITED LIABILITY COMPANY **ANNUAL REPORT**

*See attached Schedule A for signature block.

SIGNATURE: SIGNATURE AND TYPED ON PRATTED NAME OF SIGNAT

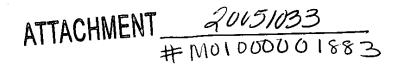
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Apr 29, 2005 8:00 am Secretary of State **DOCUMENT # M01000001883** 04-29-2005 90047 018 ****50.00 1. Entity Name FUND VI HCOP, L.L.C. 20021033 Mailing Address Principal Ptace of Business ONE N FRANKLIN ST ONE N FRANKLIN ST STE 1150 STE 1150 CHICAGO, IL 60606 CHICAGO, IL 60606 2. Principal Place of Business 3. Mailing Address 191 North Wacker Drive 191 North Wacker Drive Suite, Apt. #, etc. Suite, Apt. #, etc. 04052005 Chq-LLC CR2E083 (10/03) **Suite 2500** Suite 2500 City & State Chicago, IL City & State Applied For 4. FELNumber Chicago, IL 36-4461652 Not Applicable Country Zip Country \$5.00 Additional 5. Certificate of Status Desired 60606 60606 Fee Required 6. Name and Address of Current Registered Agent 7. Name and Address of New Registered Agent Name C T CORPORATION SYSTEM Street Address (P.O. Box Number is Not Acceptable) 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324 City Zip Code FL 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. SIGNATURE Signature, typed or printed name of registered agent and little if applicable DATE (NOTE: Registered Agent signature required when reinstating) Make check payable to Filing Fee is \$50.00 Due by May 1, 2005 Florida Department of State MANAGING MEMBERS/MANAGERS ADDITIONS/CHANGES 10. 9. TITLE MGRM Delete TIFLE MGR ☐ Change **X** Addition WATERTON RESIDENTIAL PROPERTY FUND. LLC HVP Pembroke Investors LLC NAME NAME ONE N FRANKLIN ST., STE 1150 STREET ADDRESS STREET ADDRESS 191 North Wacker Drive, Suite 2500 CITY-ST-7IP CITY-ST-ZIP CHICAGO, IL 60606 Chicago, IL 60606 ☐ Defete MIE ☐ Change ☐ Addition TITLE NAME NAME STREET ADDRESS STREET ADDRESS CITY-ST-ZIP CITY-ST-ZIP TITLE ☐ Delete TITLE ☐ Change ☐ Addition NAME NAME STREET ADDRESS STREET ADDRESS CITY-ST-7IP CITY-ST-ZIP Delete TITLE ☐ Change ☐ Addition TITLE NAME NAME STREET ADDRESS STREET ADDRESS CITY-ST-ZIP CITY-ST-ZIE TITLE ☐ Change □ Delete TITLE Addition NAME NAME STREET ADDRESS STREET ADDRESS CITY-ST-7IP CITY-ST-7IP Delete ☐ Change ☐ Addition TITLE TITLE NAME NAME STREET ADDRESS STREET ADDRESS CITY-ST-ZIP CITY-ST-73P 11. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes.

K MANAGING MEMBER, MANAGER, OR AUTHORIZED REPRESENTATIVE

FILED

312-541-6769



SCHEDULE A

HVP Pembroke Investors LLC, a Delaware limited liability company

By: Heitman Value Partners Investments LLC, its

managing member

By: Heitman Value Partners, L.P.,

a managing member

By: Heitman Value Partners, LLC,

its general partner

By: Heitman Capital Management LLC,

its manager

By: Mame: Gail Carey

Title: Vice President and Assistant Secretary

And

By: Heitman value Partners (PF#1), L.P.,

a managing member

By: Heitman Value Partners, LLC,

its general partner

By: Heitman Capital Management LLC,

its manager

By:

Name: Gail Carey

Title: Vice President and Assistant Secretary