2008 LIMITED LIABILITY COMPANY ANNUAL REPORT

SECRETARY OF STATE DIVISION OF CORPORATION: **DOCUMENT # M06000005736** 1. Entity Name ANF COUNTRY LAKE, LLC 08 OCT -3 PM 3: 42 Principal Place of Business Mailing Address 23792 Rockfield Blvd., Suite 200 23792 Rockfield Blvd., Suite 200 ~~~~~~~~ Lake Forest, CA 92630 Lake Forest, CA 92630 2. Principal Place of Business - No P.O. Box # 3. Mailing Address Suite, Apt. #, etc. Suite, Apt. #, etc. 09052008 Chg-LLC CR2E083 (12/06) City & State City & State 4. FEI Number Applied For **NOT APPLICABLE** Not Applicable Zip Country Zip Country \$5.00 Additional 5. Certificate of Status Desired Fee Required 7. Name and Address of New Registered Agent 6. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD Street Address (P.O. Box Number is Not Acceptable) PLANTATION, FL 33324 Zip Code 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 SIGNATURE Seprezire, typed or printed name of registered agent and bite if applicable. (NOTE: Registered Agent signature required when reinstating) In accordance with s. 607.193(2)(b), F.S., the limited liability company did not receive the prior notice. FILE NOW!!! FEE IS \$138.75 Make check payable to Due by September 12, 2008 Florida Department of State MANAGING MEMBERS/MANAGERS ADDITIONS/CHANGES 10. MGRM MILE Delete TITLE ☐ Change Addition NAME ATHERTON-NEWPORT FUND 138, LLC NAME STREET ADDRESS 23792 Rockfield Blvd., Suite 200 STREET ADDRESS CITY, SI, AP Lake Forest, CA 92630 CITY-SI-ZIP TITLE ☐ Delete IIILE Addition ☐ Change NAME NAME STREET ADDRESS STREET ADDRESS CITY-SI-ZIP CITY-ST-ZIP TITLE Delete TILLE Change Addition NAME STREET ADDRESS STREET ADDRESS CITY-\$1-ZIP CITY-ST-70P TOLE Delete TITLE Change ☐ Addition NAME STREET ADDRESS STREET ADDRESS CITY-ST-ZIP CITY-ST-ZIP INTLE IIILE Odele ☐ Change ☐ Addition MARK NAME STREET ADDRESS STREET ADDRESS CITY-ST-ZIP CITY-ST-ZIP IITLE Delete TITLE ☐ Change ☐ Addition HALLE NAME STREET ADDRESS STREET ADDRESS CITY-ST-ZP 11. I hereby certify that the information supplied with this filling does not qualify for the exemptions contained in Chapter 119, 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 early 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 Shapter 608, Florida Statutes. SIGNATURE: AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER, MANAGED BANAUTHORIZED REPRESENTATIVE

9/8/2008-90048-039-\$138.75-\$138.75