SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999. AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

PROFIT CORPORATION ANNUAL REPORT

1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State DIVISION OF CORPORATIONS

FILED Aug 23, 1999 8:00 am Secretary of State

08-23-1999 90004 001 *1,650.00

DOCUME 1. Corporation Name	P08488

HILLHAVEN PROPERTIES, LTD., I	NC.			<i>\</i>	/ 			
Principal Place of Business	Mailing Address				16011681 CZ 41 63 D1001 }		HUI) DIDI	0101) 01011 81013 1081
501 SOUTH FOURTH AVENUE STE 140 LOUISVILLE KY 40202 US	501 S FOURTH AV STE 140 LOUISVILLE KY 40 US			_	DO NOT WRIT 3. Date Incorporated or Qualified 12/19/1985	E IN THIS	SPACE	<u> </u>
2. Principal Place of Business	2a. Mailing Addres				4. FEI Number			Applied For
21	26				41-1422212		\Box	Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, e	tc.			5. Certificate of Status Desired		·	75 Additional ee Required
City & State	City & State				6. Election Campaign Financing Trust Fund Contribution		•	.00 May Be ided to Fees
Zip Country	Zip	Country 30			 This corporation owes the curre Intangible Personal Property. 	nt year	Yes	□ No
9. Name and Address of Current Registered Agent				10. Name and Address of New Re	gistered	Agent		
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD		81 82	Name Street Address	s (P.O. Box Number is Not Acceptal	ole)		<u> </u>	
PLANTATION FL 33324			83			.,,		
			84	City		FL	85	Zip Code
Pursuant to the provisions of sections 607.05 office or registered agent, or both, in the Stat agent. I am familiar with, and accept the obligion.	te of Florida. Such chang	e was authorized	i by	the corporation's	on submits this statement for the pu s board of directors. I hereby accept	rpose of ch the appoir	anging stment	its registered as registered

SIGNATURE (NOTE: Registered Agent signature required when reinstating) Signature, typed or printed name of registered agent and title if applicable ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 OFFICERS AND DIRECTORS 13. 12. Change Addition 1.1 TITLE TITLE **PCEO** X DELETE LUNSFORD, BRUCE W 1.2 NAME NAME see attached list 3300 PROVIDIAN CENTER 1.3 STREET ADDRESS STREET ADDRESS **LOUISVILLE KY 40202** 1.4 CITY-ST-ZIP CITY-ST-ZIP 2.1 TITLE Change Addition CF0 TITLE DELETE WESLEY, J TIMOTHY 2.2 NAME NAME 501 S FOURTH AVENUE 2.3 STREET ADDRESS STREET ADDRESS **LOUISVILLE KY 40202** 2.4 CITY-ST-ZIP CITY-ST-ZIP DELETE TITLE **YPF** 3.1 TITLE Change Addition BICKLEY, JOSEPH L 3.2 NAME NAME 501 S FOURTH AVENUE 3.3 STREET ADDRESS STREET ADORESS **LOUISVILLE KY 40202** 3.4 CITY-ST-ZIP CITY-ST-ZIP 4.1 TITLE Change Addition OD TITLE DELETE SCHOEPF, ANDREW L 4 2 NAME NAME 501 S FOURTH AVENUE 4.3 STREET ADDRESS STREET ADDRESS **LOUISVILLE KY 40202** 4.4 CITY-ST-ZIP CITY-ST-ZIP 5.1 TITLE Change ___ Addition TITLE **CFOD** DELETE MULLOY II, W PATRICK 5.2 NAME NAME **501 S FOURTH AVENUE** 5.3 STREET ADDRESS STREET ADDRESS LOUISVILLE KY 40202 5.4 CITY-ST-ZIP CITY-ST-ZIP 6.1 TITLE Change Addition TITLE DELETE NAME 6.2 NAME 6.3 STREET ADDRESS STREET ADDRESS

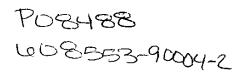
14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in section 119.07(3)(i). Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

6.4 CITY-ST-ZIP

SIGNATURE:

502-719-2481

CR2E034



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HILLHAVEN PROPERTIES, LTD. OFFICERS

NAME	ADDRESS	TITLE
W. Patrick Mulloy, II	501 S. Fourth Ave., Louisville, KY 40202	President and Chief Executive Officer
J. Timothy Wesley	same	Chief Financial Operations and Secretary
Gary A. Smith, Sr.	same	Executive Vice President Operations
M.E. Costello	same	Executive Vice President Operations
Evan A. Kaplan	125 Froehlich Farm Blvd. Woodbury NY 11797	Executive Vice President Operations
Carmin D. Grandinetti	501 S. Fourth Ave. Louisville, KY 40202	Sr. Vice President and General Counsel
Sandy Allgeier	same	Sr. Vice President of Human Resources
John Jernejcic	same	Sr. Vice President of Construction
Mark D. Jessee	same	Sr. Vice President of Development
Joseph Bickley	same	Vice President of Finance
John N. Brislin	same	Vice President of Operations
Robert Brehl	same	Vice President and Controller
Julie Harding	same	Vice President of Communications and Corporate Relations
Toni Clem	same	Vice President of Sales and Marketing
Renee Coyne	same	Director of Tax
Ellison Thomas	same	Divisional Vice President
Farron Bernhardt	same	Divisional Vice President
Mary Ellen McKeon	same	Divisional Vice President
Barbara Bradshaw	same	Vice President of Resident Services

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HILLHAVEN PROPERTIES, LTD. BOARD OF DIRECTORS

W. Patrick Mulloy, II Atria 501 S. Fourth Avenue, Suite 140 Louisville, KY 40202

J. Timothy Wesley Atria 501 S. Fourth Avenue, Suite 140 Louisville, KY 40202

Rob Brehl Atria 501 S. Fourth Avenue, Suite 140 Louisville, KY 40202