

These filing reports can be filed by computer using the existing forms on filing the annual report under the information

COMMONWEALTH OF KENTUCKY
JOHN Y BROWN III, SECRETARY OF STATE
ANNUAL REPORT
(See Reverse Side for Filing Instructions)

RECORD #

0166520

DUE JUNE 30,

2001

(4) FILING FEE

\$15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

~~THE LOUISVILLE GALLERIA, INC.
120 ADELAIDE ST. WEST, STE. 1700
TORONTO, ON~~

Oxford Tower
Suite 1100

130 Adelaide Street west, Toronto, Ontario M5H3P5

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

[Empty box for principal office address change]

(5) STATE OR COUNTRY OF INCORPORATION

KY

(6) DATE OF INCORPORATION OR DATE AUTHORIZED TO TRANSACT BUSINESS

04/30/1982

(3) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Changes made to the registered agent or registered office cannot be made on this form. Complete (7) to request a form to be mailed or download form from web site

MICHEL LEONARD
SUITE 510, 401 SOUTH FOURTH AVENUE
LOUISVILLE, KY 40202

(7) MAIL A STATEMENT OF CHANGE OF AGENT OR OFFICE TO

RECEIVED
JUN 29 2001
SECRETARY OF STATE
COMMONWEALTH OF KY

(8) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names & titles of officers listed below. Please note any additions to or changes in the principal officers and give the address for each person listed. If (8) is blank, type or print the names & business addresses of the current principal officers. If sole officer, please note.

President	Stuart H Smith	Address
Vice President	Al W Mawani	Address
Secretary	John H Wallace	Address
		Address
		Address
		Address
		Address

See attached continuation sheet

(9) DIRECTORS Type or print the names and business addresses of the corporation's directors. No listing of directors is verification that the corporation has dispensed with directors. Nonprofit corporations must list three (3) or more directors.

Name	Stuart H B Smith	Address
Name	Jon E Love	Address
Name		Address
Name		Address

I VERIFY THAT INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

Stuart H B Smith
Signature of Officer or Chairman of the Board

TITLE

DATED

6/27/01

CONTINUATION SHEET

8. Principal Officers

President	Stuart H.B. Smith	Oxford Properties Group Oxford Tower, 1100 130 Adelaide Street West Toronto, Ontario M5H 3P5
Chairman	Jon E. Love	"
Sr. V.P. and Controller	Anna M. Kennedy	"
Sr. V.P., Legal and Secretary	John H. Wallace	"
Assistant Secretary	Sallie Haynes	Oxford Properties Group 401 S. Fourth Street Suite 510 Louisville, Kentucky 40202