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COMMONWEALTH OF KENTUCKY
TREY GRAYSON, SECRETARY OF STATE
ANNUAL REPORT
DUE JUNE 30, 2006



0592778

ORGANIZATION ID #
0592778

STATE OR COUNTRY OF INCORPORATION

KY

ORGANIZATION DATE

08/17/2004

FILING FEE

\$15.00

(1) EXACT LIMITED LIABILITY COMPANY NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

Changes made to the principal office address cannot be made on this form. Check (3)A to request a form to be mailed or download the form from our web site.

AWC PROPERTIES, LLC
3213 SUMMIT SQUARE PLACE
SUITE 200
LEXINGTON, KY 40509

RECEIVED
FEB 17 2006

SECRETARY OF STATE
COMMONWEALTH OF KY

(2) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Changes made to the registered agent or registered office cannot be made on this form. Complete (3)B to request a form to be mailed or download form from web site.

MICHAEL C. SLONE
201 WALTON AVENUE
LEXINGTON, KY 40502

(3) A. Statement of Change of Principal Office Address Form
B. Statement of Change of Registered Agent or Registered Office Form
MAIL FORM TO

(4) MANAGEMENT. Verify the Management type. Foreign LLCs should indicate below whether they are managed by members or managers.

The LLC is managed by its members

(5) MANAGER(S) OR MEMBER(S) If (5) is blank, type or print the names and business addresses of the current managers, if manager-managed, or members, if member-managed. The annual report will be returned if business addresses are not listed. If the company has previously filed an annual report, verify the names of the managers or members listed below. Please note any additions to or changes in the names of managers or members and give the business address for each person listed.

Larry S. Butler	3213 Summit Square Place Ste. 200 Lexington, Ky 40502
Elizabeth S. Campbell	same
John F. Greene III	same
Jean M. O'Nan	same

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

John F. Greene III
Signature of Manager or Member

John F. Greene III
Type or Print Name

2-11-06
Date

ANNUAL REPORT AND FILING FEE

Submit for filing the completed annual report form and correct filing fee as indicated above. Make check payable to the "Kentucky State Treasurer". Please do not send cash.

MAILING ADDRESS

Trey Grayson
Secretary of State
P O Box 1150
Frankfort, KY 40602-1150

OFFICE LOCATION

Secretary of State
State Capitol, Room 154
700 Capital Avenue
Frankfort, KY 40601
(502)-564-2848

NOTE: P O Box 1150 is for
annual report filings only.