

1.) CORPORATION NAME:

SMITH THREE, INC.

DUE DATE: **6/30/2012**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**CT CORPORATION SYSTEM
4701 COX RD STE 301
GLEN ALLEN, VA 23060-6802**

SCC ID NO: **F1180381**

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMMON	1,000

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

HENRICO COUNTY

4.) STATE OR COUNTRY OF INCORPORATION:

DE

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 9200 E PANORAMA CIRCLE
SUITE 400

CITY/ST/ZIP: ENGLEWOOD, CO 80112

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME:	R SCOT SELLERS	
TITLE:	PRESIDENT	
ADDRESS:	9200 E PANORAMA CIRCLE #400	
CITY/ST/ZIP/CO:	ENGLEWOOD, CO 80112	

	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME:	BRETT JOHNSON	
TITLE:	VICE PRESIDENT	
ADDRESS:	9200 E PANORAMA CIRCLE SUITE 400	
CITY/ST/ZIP/CO:	ENGLEWOOD, CO 80012	

	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME:	CARL WADE	
TITLE:	VICE PRESIDENT	
ADDRESS:	9200 E PANORAMA CIRCLE SUITE 400	
CITY/ST/ZIP/CO:	ENGLEWOOD, CO 80112	

	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME:	ARIEL AMIR	
TITLE:	GC/SEC/EVP	
ADDRESS:	9200 E PANORAMA CIRCLE STE 400	
CITY/ST/ZIP/CO:	ENGLEWOOD, CO 80112	

	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME:	THOMAS S. REIF	
TITLE:	AGC/SVP/AS	
ADDRESS:	9200 E PANORAMA CIRCLE SUITE 400	
CITY/ST/ZIP/CO:	ENGLEWOOD, CO 80112	

NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	RICHARD P. RUBY AVP/AS 9200 E PANORAMA CIRCLE SUITE 400 ENGLEWOOD, CO 80012	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	MICHAEL R. BERMAN ASST TREASURER 9200 E PANORAMA CIRCLE SUITE 400 ENGLEWOOD, CO 80112	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	RICK D JACOBSEN EVP/TREAS 9200 E PANORAMA CIRCLE STE 400 ENGLEWOOD, CO 80112	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	ASH K. ATWOOD CONTROLLER/SVP 9200 E PANORAMA CIRCLE SUITE 400 ENGLEWOOD, CO 80112	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	NEIL T. BROWN CDO/EVP 6 PIEDMONT CENTER NE SUITE 600 ATLANTA, GA 30305	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	ROBERT C LUND, JR GVP 9200 E PANORAMA CIRCLE STE 400 ENGLEWOOD, CO 80112	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	CHARLES E. MUELLER, JR. CFO/COO 9200 E PANORAMA CIRCLE SUITE 400 ENGLEWOOD, CO 80012	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	MARK P. PEPPERCORN SVP 9200 E PANORAMA CIRCLE SUITE 400 ENGLEWOOD, CO 80112	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	R. MICHAEL SHOMO AGC/SVP 9200 E PANORAMA CIRCLE SUITE 400 ENGLEWOOD, CO 80112	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: TITLE: ADDRESS: CITY/ST/ZIP/CO:	GREGORY M. WEINGAST EVP 44 CANAL CENTER PLAZA SUITE 600 ALEXANDRIA, VA 22314	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR

NAME:	JEFF FITTS	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
TITLE:	DIRECTOR		
ADDRESS:	125 PARK AVE STE 2500		
CITY/ST/ZIP/CO:	NEW YORK, NY 10017		

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

/s/ ROBERT C LUND, JR	ROBERT C LUND, JR, GVP	5/15/2012
SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	PRINTED NAME AND CORPORATE TITLE	DATE

It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.