

CORPORATE CHARTER APPROVAL SHEET

** EXPEDITED SERVICE ** ** KEEP WITH DOCUMENT **

DOCUMENT CODE TCI BUSINESS CODE _____

16-13-02877551

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



ID # 00000184 ACK # 1000362005548534
PAGES: 0004
CITY PLACE AIR RIGHTS, LLC

09/26/2013 AT 10:05 A W0 H 0004207634

New Name _____

FEES REMITTED

Base Fee:	<u>20</u>
Org. & Cap. Fee:	_____
Expedite Fee:	_____
Penalty:	_____
County State Recordation Tax:	<u>7,875</u>
State Transfer Tax:	<u>4,713</u>
Certified Copies	_____
Copy Fee:	_____
Certificates	_____
Certificate of Status Fee:	_____
Personal Property Filings:	_____
Mail Processing Fee:	_____
Other: <u>County Transfer Tax (Montgomery)</u>	<u>9,425</u>
TOTAL FEES:	<u>22,033</u>

_____ Change of Name
 _____ Change of Principal Office
 _____ Change of Resident Agent
 _____ Change of Resident Agent Address
 _____ Resignation of Resident Agent
 _____ Designation of Resident Agent
 and Resident Agent's Address
 _____ Change of Business Code
 _____ Adoption of Assumed Name
 _____ Other Change(s)

Credit Card _____ Check Cash _____

_____ Documents on _____ Checks

Approved By: 14

Keyed By: _____

COMMENT(S):

Re/sited transfer interest
of City Place Air Rights, LLC
25% + 65%

Code _____

Attention: _____

Mail: Name and Address
Silver Spring Retail JV, LLC

1919 West Street

Suite 100

Annapolis, MD, 21401

Stamp Work Order and Customer Number HERE

CUST ID: 0002991054
WORK ORDER: 0004207634
DATE: 10-17-2013 09:49 AM
AMT. PAID: \$22,033.00

Office Use Only

REPORT OF TRANSFER OF CONTROLLING INTEREST

(Please read the instructions below before completing this form)

1. Type of filing: Regular Permissive

2. Date of final transfer: September, 2013

3. Name of Real Property Entity whose interest is being transferred: City Place Air Rights, LLC

(NOTE: This report relates to the transfer of a 35% interest in City Place Air Rights, LLC)

4. Mailing address for Real Property Entity: c/o Petrie Ross Ventures, LLC, 1919 West Street, Suite 100,
Annapolis, Maryland 21401

5. Type of Real Property Entity: Corp LLC LP GP or Joint Venture

Unincorporated REIT Other-specify _____

6. State of formation: Maryland

7. Total consideration for the controlling interest being transferred: \$ 942,500.00

8. List below the value attributable to each of the following assets:

a) Maryland Real Property	\$	<u>942,500.00</u>
b) Non-Maryland Real Property	\$	<u>0.00</u>
c) Cash	\$	<u>0.00</u>
d) Securities	\$	<u>0.00</u>
e) Maryland Tangible Personal Property*	\$	<u>0.00</u>

*Provide SDAT personal property account # for each return:

f) Non-Maryland Tangible Personal Property	\$	<u>0.00</u>
g) Other: Attach description and method of valuation	\$	<u>0.00</u>

9. Gross value of Real Property Entity assets: \$ 942,500.00

10. Real property in Maryland directly or beneficially owned by the Real Property Entity:

Parcel 1:

Montgomery 13-02897551 8645 Colesville Road, Silver Spring, MD
 County Name SDAT Account No. Address or brief description

Description of building/improvements: None

Title holder if different from Item 3 above: _____

Consideration attributable to the parcel: \$ 942,500.00

Parcel 2:*

County Name SDAT Account No. Address or brief description

Description of building/improvements: _____

Title holder if different from Item 3 above: _____

Consideration attributable to the parcel: \$ _____

*If more than two parcels, attach a separate sheet and indicate total number of parcels: _____

11. Specify and explain any exemptions authorized by law being claimed with this filing:

(Attach a separate sheet if more space is required).

12. Transfer and Recordation taxes paid with this filing:

Item 7 amount: \$	<u>942,500</u>	x	<u>942,500</u>	= \$	<u>942,500</u>	x		= \$	<u>7,875</u>
			Item 8a amount		Total amount		Co. Rate		Co. Recordation
Item 9 amount: \$	<u>942,500</u>				<u>942,500</u>	x	<u>0.5%</u>		<u>4,713</u>
					Total amount		St. Rate		State Transfer
					<u>942,500</u>	x	<u>1%</u>		<u>9,425</u>
					Total amount		Co. Rate		Co. Transfer

Total Taxes \$ 22,013

Add the \$20 filing fee to the amount of the total taxes and make the check payable to the State Department of Assessments & Taxation.

13. I hereby declare under the penalties of perjury, pursuant to § 1-201 of the Maryland Tax-Property Code Annotated, that this filing (including any accompanying forms and attachments) has been examined by me and the information contain herein, to the best of my knowledge and belief, is true, correct and complete, that I am authorized to make this filing on behalf of the Real Property Entity, that I have accurately reported the percentage of controlling interest being transferred, that I have fully reported the consideration attributable to Maryland Real Property, and that I have answered truthfully each item of information requested on the form.

[Signature]
 Signature of authorized filer

9-24-13
 Date

14.) Contact information for this filing:

Susan Matejcek - Jones, Day

312/269-4305

Name

Telephone

77 West Wacker Drive

Chicago

IL

60601-1692

Address

City

State

Zip code

CUST ID:0002991054
WORK ORDER:0004207634
DATE:10-17-2013 09:49 AM
AMT. PAID:\$22,033.00