

CORPORATE CHARTER APPROVAL SHEET

** KEEP WITH DOCUMENT **

DOCUMENT CODE TCI BUSINESS CODE _____

16-87-001/5205-0



Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transfer) _____

ID # 00000306 ACK # 1000362008548549
PAGES: 0005
SAKS CHEVY CHASE LEASEHOLD, LLC

Surviving (Transferee) _____

10/05/2015 AT 12:44 P NO # 0004534098

New Name _____

FEES REMITTED

Base Fee:	<u>20</u>
Org. & Cap. Fee:	_____
Expedite Fee:	_____
Penalty:	_____
State Recordation Tax:	<u> </u>
State Transfer Tax:	_____
Certified Copies	_____
Copy Fee:	_____
Certificates	_____
Certificate of Status Fee:	_____
Personal Property Filings:	_____
Mail Processing Fee:	_____
Other:	<u> </u>
TOTAL FEES:	<u>20</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 _____

Code 032

Attention: _____

Mail: Name and Address

Approved By: [Signature] ¹⁴

Keyed By: [Signature]

COMMENT(S):

SAK

GORDON FEINBLATT, LLC
1200 GARRETT BLDG.
233 E. REDWOOD STREET
BALTIMORE MD 21202-3332

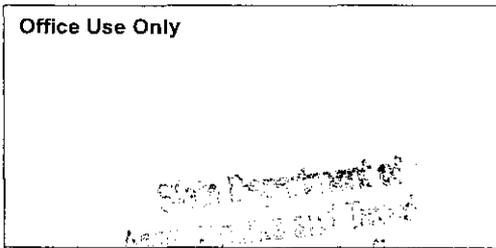
Stamp Work Order and Customer Number HERE

CUST ID: 0003317518
WORK ORDER: 0004534098
DATE: 10-05-2015 12:45 PM
AMT. PAID: \$40.00

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: 07/22/15

3. Name of Real Property Entity whose interest is being transferred: Saks Chevy Chase Leasehold, LLC

4. Mailing address for Real Property Entity: 11111 Santa Monica Boulevard, Suite 930, Los Angeles, CA 90025

5. Type of Real Property Entity: Corp LLC LP GP or Joint Venture
 Unincorporated REIT Other-specify _____

6. State of formation: Delaware

7. Total consideration for the controlling interest being transferred: \$ 0.00

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

- a) Maryland Real Property \$ 48,500,000.00
- b) Non-Maryland Real Property \$ _____
- c) Cash \$ _____
- d) Securities \$ _____
- e) Maryland Tangible Personal Property* \$ _____

*Provide SDAT personal property account # for each return:

- f) Non-Maryland Tangible Personal Property \$ _____
- g) Other: Attach description and method of valuation \$ _____

9. Gross value of Real Property Entity assets: \$ _____

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

Parcel 1:

Montgomery 07-00452050 Leasehold interest as per Plat Book 148 at Plat No. 16965
 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: \$ _____

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). The transfer is exempt under Tax-Property Article sections 12-117(c)(1), 12-108(p)(2)(i) and 13-103(c)(2). The transaction is also exempt under Section 12-117(c)(3). See attached Exhibit A for more details on the exemptions.

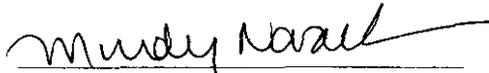
12. Transfer and Recordation taxes paid with this filing:

Item 7 amount: \$	<input type="text"/>	x	Item 8a amount	= \$	_____	x	_____	= \$	_____
					Total amount		Co. Rate		Co. Recordation
Item 9 amount: \$	<input type="text"/>			\$	_____	x	0.5%	= \$	_____
					Total amount		St. Rate		State Transfer
				\$	_____	x	_____	= \$	_____
					Total amount		Co. Rate		Co. Transfer

Total Taxes \$ _____

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 of authorized filer

8/19/2015
 Date

14.) Contact information for this filing:

Y. Jeffrey Spatz		410-576-4124	
Name		Telephone	
c/o Gordon Feinblatt LLC, 233 E. Redwood Street, Baltimore, Maryland 21202			
Address	City	State	Zip code

EXHIBIT A

Saks Chevy Chase Leasehold, LLC

11. contd.

The transfer is exempt under Tax-Property Article ("TP") §12-117(c)(1) because the transfer of the real property by an instrument of writing between the same parties and under the same circumstances would have been exempt under TP §12-108. The applicable portion of TP §12-108 which provides the applicable exemption is TP §12-108(p)(2)(i), because both the transferor and transferee are wholly owned subsidiaries of Hudson's Bay Company, which is an original owner of the real property entity.

The transfer is also exempt under TP §12-117(c)(3) because the membership interests in the transferee business are held by Hudson's Bay Company, which is also the owner of Saks Chevy Chase Leasehold, LLC, the real property entity the controlling interests of which was transferred.

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